DIGITAL PAYMENTS
FOR A TRUSTED WORLD

WORLDLINE

AMENDMENT TO THE 2021 UNIVERSAL REGISTRATION DOCUMENT

INCLUDING THE HALF-YEAR FINANCIAL REPORT

This document is a translation into English of the Universal Registration Document of the Company issued in French and it is available on the website of the Issuer. In case of discrepancies, the French version shall prevail.

The French original of the amendment to the 2021 Universal Registration Document has been filed with the *Autorité des Marchés Financiers* (AMF) on July 29, 2022 as competent authority under Regulation (EU) 2017/1129 (the “Regulation”), without prior approval pursuant to Article 9 of the Regulation.

This version of the amendment to the 2021 Universal Registration Document 2021, published on February 14, 2023, cancels and replaces the previous version published on the Worldline website on July 29, 2022. The changes concern the correction of the Cash flow statement presented in section B.2. page 15.

The Universal Registration Document including the present amendment may be used for the purposes of an offer to the public of securities or admission of securities to trading on a regulated market if it is supplemented by a securities note and, if applicable, a summary together with any amendments to the Universal Registration Document. All shall be approved by the AMF in accordance with the Regulation.

This amendment to the 2021 Universal Registration Document incorporates by reference the 2021 Universal Registration Document filed with the AMF on April 25, 2022 under the filling number: D.22-0342 and updates the mandatory sections in accordance with the regulation. A cross-reference table is provided in Section G.3 hereof to easily find the information incorporated by reference and the information updated or modified.

This amendment to the 2021 Universal Registration Document and the 2021 Universal Registration Document are available on the websites of the AMF (www.amf-france.org) and of Worldline (www.worldline.com).

Disclaimer

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A. ACTIVITY REPORT

A.1. Worldline in the first half of 2022

January

On January 4, Worldline announced the completion of its acquisition of Axepta Italy, as part of its European consolidation strategy. The acquisition of 80% of Axepta Italy, a significant bank acquirer in the country, and the set-up of a strategic partnership with BNL in Merchant Services in Italy are part of Worldline's strategy to expand its presence across Europe through partnerships with leading financial institutions. It follows the acquisition of Handelsbanken's card-acquiring activities in the Nordics, the acquisition of Cardlink and the agreement for the acquisition of Eurobank Merchant Acquiring activities in Greece. In the continuity of Worldline's existing partnerships with more than 17 banks and banking federations (regrouping c. 100 adherents) in Italy, the creation of a joint venture with BNL (BNL retaining a 20% ownership in Axepta Italy) is also designed to be an open vehicle for welcoming existing partners and other Italian banks willing to benefit from delivery and servicing excellence, combined with scale and competitive cost structure.

February

On February 21, following the strategic review of its Terminals, Solutions & Services ("TSS") Business Line aimed at supporting its ongoing transformation and further accelerating its development, Worldline announced having entered into exclusive talks with Apollo on the basis of a binding offer for the purchase of 100% of the shares of TSS, comprising a € 1.7 billion upfront consideration as well as preferred shares that could reach up to € 0.9 billion in value depending of the future value creation of TSS. The contemplated transaction also encompasses the signing of a partnership agreement cementing the strategic and long-term commercial relationship between Worldline and TSS over the next 5 years. This transaction is expected to close in the second half of 2022.

On February 22, Worldline announced its 2021 annual results. All 2021 objectives were reached as Worldline's FY 2021 revenue reached € 3,689 million, representing a solid +6.8% revenue organic growth (compared to the objective to reach at least 6%) with a strong growth acceleration to +12.0% in Q4 2021. This achievement was reached thanks, in particular, to the robust growth in Merchant Services and Financial Services global business lines delivered despite Covid-19. It reflects both the widespread and rapid shift towards digital payments as well as the Group's strong positioning following the acquisition of Ingenico. Mobility & e-Transactional Services revenue also increased substantially thanks to several major projects and the recovery of the public transport sector. This strong execution also materialized in the Group's Operating Margin before Depreciation and Amortization (OMDA) reaching € 933 million in 2021; representing 25.3% of revenue, an improvement by +220 basis points compared to 2020 at constant scope and exchange rates. This solid performance compared to the objective to deliver above 200 basis points of improvement reflects the revenue growth acceleration along the year as well as the ongoing transformation and synergy plans of the combined Group. Free cash flow from continued operations in 2021 was € 407 million, up by +38.2% compared to 2020, representing a 43.6% cash conversion of OMDA (free cash flow divided by OMDA), above the objective of the year to reach circa 42%.

March

On March 18, considering the development of the situation in Ukraine and the geopolitical context and according to European Securities and Market Authority (ESMA) relayed by the French regulator Autorité des Marchés Financiers (AMF) recommendations, Worldline informed about its Group exposure to the situation in Ukraine and Russia. The Worldline Group, in compliance with its corporate policies, has been immediately enforcing all the international sanctions applicable to Russia and will pursue doing so as long as necessary. The Group confirmed that its business related to Russia was limited, representing only c. 1.5% of the 2021 estimated proforma annual Worldline Group's revenue on continued operations, mainly from its online acceptance business, operated from outside Russia and allowing domestic consumers to transact online with non-Russian international merchants. More broadly, while having no business exposure to Ukraine, other Eastern European neighboring countries to Russia and Ukraine, represent only c. 1.5% of the estimated proforma annual Group's revenues in 2021 on continued operations, of which circa half of it related to transaction processing activities (Financial Services) in the Baltics. These activities are not impacted by the current conflict in Ukraine. Moreover, the Group has no significant exposure to Russian software solutions or subcontractors impacted by the ongoing sanctions or those who could be, due to its internal development policy of its own solutions.

April

On April 1st, Worldline announced the completion of the acquisition of a controlling stake in the commercial acquiring business of ANZ and the creation of a 51%-49% joint-venture controlled by Worldline to operate and develop commercial acquiring services in Australia with ANZ Bank, one of the largest banks in Asia-Pacific and Australia's 3rd largest acquirer with a c. 20% share of transaction volumes processed in Australia. The combination of ANZ's strong market position and Worldline's global scale, best-in-class technologies and payment expertise will allow the alliance to grow revenue at a double-digit rate in the coming years. This accelerated growth rate will be delivered through cross and up-sell opportunities based on innovative solutions such as digital onboarding, Alternative Payment Methods (APM), fraud detection, online and omnichannel capabilities, while leveraging the existing merchant portfolio. With annual revenue of c. € 180 million with expected double-digit organic growth CAGR over the next 5 years and an OMDA margin of c. 20% expected at closing, a robust integration and platform development program will be implemented at closing with the objective to reach € 25 million additional OMDA by 2025. The synergy plan is mainly based on the re-use approach of Worldline's proven payment modules with the implementation of a targeted platform bringing innovative European market standard payment applications in Australia.

On April 27, Worldline announced its revenue for the first quarter of 2022 reflecting a very strong start of the year. Worldline's Q1 2022 revenue reached € 939 million, representing a strong +11.6% organic growth. This achievement was notably reached thanks to the very dynamic growth in Merchant Services at +15.8% organically, benefiting from the strong growth of acquiring MSV (up by +36% in Q1 2022 compared to the same period last year). Mobility & e-Transactional Services also contributed to growth, delivering a strong +8.4% organic growth in Q1. Financial Services was up by +2.5%, a decent performance taking into account the temporary impact from the price decrease conceded by the Group for the successful synchronous renewals of historical large contracts of Equens in Q4 2021. On the same day, the Group announced the nomination of Grégory Lambertie as Group Chief Financial Officer following the decision of Eric Heurtaux to leave the company. Gregory took his duties on May 16, 2022, succeeding to Eric Heurtaux who has successfully contributed during the last six years to the development of Worldline and the strengthening of its finance function and decided to join a privately owned Tech company. The handover between Eric and Gregory has been duly prepared and lasted until Eric's departure.

June

On June 9, Worldline held its Annual General Meeting chaired by Mr Bernard Bourigeaud, Chairman of the Board of Directors. The General Shareholders Meeting was held physically and gathered a large quorum of 80.67%. It was broadcasted live and is available for replay on the Company's website. All resolutions have been approved. At the end of this General Meeting, the Board of Directors of Worldline comprises 19 Directors, including two Directors representing the employees Mrs Marie-Christine Lebert, whose term was renewed, and Mr Olivier Lorieau, who was newly appointed, one Censor and a representative of the Social and Economic Committee. With 70% of independent Directors, the composition of the Board is well-balanced and allows an adequate representation of its main shareholders and strategic partners. The Board is composed of 41% by women and of a diversity of profiles that ensures solid and complementary skills.

On June 30, Worldline announced the completion of the acquisition of Eurobank Merchant Acquiring activities, as part of its European consolidation strategy. Eurobank Merchant Acquiring (EBMA) is a meaningful card acquirer in the very dynamic Greek market with 21% share of transaction volumes processed in the country. EBMA manages c. 219 million transactions acquired per year representing a payment volume of c. € 7 billion from a c. 190,000 POS network operated and routed by Cardlink. The company serves a well-diversified and high-quality portfolio of 123,000 merchants of which more than 50% are SMBs in MSV terms. This acquisition represents an opportunity for Worldline to strongly expand its Merchant Services activities in this dynamic Southern European market, still driven by the shift from cash to card with a significant electronic payments adoption rate and online and e-commerce development. In parallel, the exposure to the Greek economy fueled by the travel & hospitality industry offers added growth opportunities. As part of the transaction, Worldline entered a long-term commercial partnership with Eurobank aiming to leverage its strong banking network as a key commercial channel in order to distribute Worldline's and EBMA best-in-class payment products and services to physical and online merchants.

A.2. Operational review

Worldline executed a very strong first half of the year with revenue reaching € 2,020 million, representing a solid +12.6% revenue organic growth (of which +13.5% in Q2). This achievement was reached thanks, in particular, to the continuous growth acceleration in Merchant Services reflecting the widespread and rapid shift towards digital payments as well as the Group's strong positioning following the acquisition of Ingenico. Mobility & e-Transactional Services also contributed to growth acceleration, delivering a strong +10.3% organic growth in Q2 after having delivered +8.4% in Q1. Financial Services was up by +3.0% in Q2 (+2.5% in Q1) despite the temporary impact from the price decrease conceded by the Group for the successful synchronous renewals of historical large contracts of Equens done in Q4 2021.

This strong execution also materialized in the Group's Operating Margin before Depreciation and Amortization (OMDA) reaching € 468 million in H1 2022; representing 23.2% of revenue, an improvement by +80 basis points compared to H1 2021 at constant scope and exchange rates. This profitability improvement was led in particular by Merchant Services posting +310 basis points thanks to the acceleration of revenue growth fostering operating leverage; synergies from Ingenico; and effects of transversal productivity improvement actions.

The total headcount was 21,363 at the end of June 2022, including 3,633 staff from the TSS GBL ("Terminals, Solutions & Services") accounted for under IFRS 5 as discontinued operation. This represents an overall increase of the total Group workforce by +3.1% (+653 staff) over the semester, mainly related to the hiring effort to staff the strong business growth of the Group.

A.2.1. Statutory to constant scope and foreign exchange rates reconciliation

For the analysis of the Group's performance, revenue and Operating Margin before Depreciation and Amortization (OMDA) for H1 2022 are compared with H1 2021 revenue and OMDA at constant scope and exchange rates. Reconciliation between the H1 2021 reported revenue and OMDA and the H1 2021 revenue and OMDA at constant scope and foreign exchange rates is presented below per Global Business Lines:

	Revenue				
In € million	H1 2021	Scope effect**	TSS scope out**	Exchange rates effect	H1 2021*
Merchant Services	1,084	+89.6		+6.8	1,180
Terminals, Solutions & Services	579		-578.7		0
Financial Services	442			+3.4	445
Mobility & e-Transactional Services	168			+0.1	168
Worldline	**2,272**	**+89.6**	**-578.7**	**+10.4**	**1,794**

	OMDA				
In € million	H1 2021	Scope effect**	TSS scope out**	Exchange rates effect	H1 2021*
Merchant Services	248	+16.5		-0.1	264
Terminals, Solutions & Services	149		-148.9		0
Financial Services	127	+0.0		+1.8	129
Mobility & e-Transactional Services	25			+0.1	25
Corporate costs	-18	-0.0		-0.1	-18
Worldline	**531**	**+16.5**	**-148.9**	**+1.7**	**401**

** at constant scope and June 2022 exchange rates*
*** at June 2021 YTD exchange rates*

Over the semester, compared to the same period last year, exchanges rates effect is mainly due to:

- the Euro depreciation versus the Swiss franc as well as, to a lesser extent, versus the Australian dollar, the Indian rupee, and the British pound, and
- the Euro appreciation versus the Turkish lira and Swedish krona.

Scope effects on H1 2021 reported are related to the exclusion of Benelux and Austrian assets disposed following Ingenico acquisition (excluded for 2 months from 2021 reported) and to the integration of Cardlink, Handelsbanken and Axepta Italy (integrated for 6 months to 2021 reported) as well as ANZ (for 3 months).

A.2.2. Performance by Global Business Line

	Revenue			OMDA			OMDA %		
In € million	H1 2022	H1 2021*	*Organic change*	H1 2022	H1 2021*	*Organic change*	H1 2022	H1 2021*	*Organic change*
Merchant Services	1,378	1,180	*+16.8%*	352	264	*+33.1%*	*25.5%*	*22.4%*	*+310 bps*
Financial Services	458	445	*+2.8%*	123	129	*-5.0%*	*26.8%*	*29.0%*	*-220 bps*
Mobility & e-Transactional Services	184	168	*+9.4%*	26	25	*+2.6%*	*13.9%*	*14.9%*	*-90 bps*
Corporate costs				-32	-18	*+82.7%*	*-1.6%*	*-1.0%*	*-60 bps*
Worldline	**2,020**	**1,794**	***+12.6%***	**468**	**401**	***+16.7%***	***23.2%***	***22.3%***	***+80 bps***

** at constant scope and exchange rates*

A.2.2.1. Merchant Services

Merchant Services' revenue in H1 2022 reached € 1,378 million, representing an organic growth by +16.8%, led in particular by the strong acquiring MSV growth and new merchants gained.

In Q1 2022, Merchant Services' revenue strongly grew by +15.8% with an acquiring MSV growth by +36%. By division, the growth was mainly led by:

- *Commercial Acquiring* showed a strong double-digit growth in almost all geographies and customer segments with strong dynamics;
- *Payment Acceptance* also contributed to the growth of Merchant Services thanks to high single-digit organic growth. Growth was spread in all geographies and led by much stronger transactions' volumes, in particular for digital native players benefitting from the bounce-back of the Travel vertical, as well as a strong dynamic of SMBs, notably in Germany; and
- *Digital Services* delivered a mid-single digit growth with a mixed picture by geography and customer segment.

Merchant Services' organic growth continued to accelerate in Q2 2022 with +17.6%, mainly led by:

- *Commercial Acquiring* showed a strong double-digit growth trending towards 30%, for almost all geographies and customer segments with strong dynamics and a good cash-to-card conversion trend;
- *Payment Acceptance* also contributed to the growth of Merchant Services thanks to mid-single-digit organic growth. Growth was spread in all geographies with strong volumes for SMBs and large retailers. While benefiting from a significant recovery of travel related volumes, digital commerce (representing almost half of the acceptance business) faced a more difficult situation due to the impact of the stop of Russian activities; and
- *Digital Services* grew at a high single-digit, led by a strong recovery in Germany compensating as anticipated some limited delays in POS supply during the quarter.

During the first semester of the year, commercial activity in Merchant Services has been particularly strong with numerous new clients wins and upsells signed with existing clients such as, among others, But, Vinfast, Monoprix, Pearson, Chronopost, Norse, Myra, Eram, Alpiq, Icelandair, TUI Cruises, Iberostar, or Milanoo.

Leveraging its scale and reach, Worldline played actively its orchestrator role of the payment ecosystem with numerous partnerships signed over the semester with among others:

- Microsoft with Next Gen fraud solution for online payments based on Dynamics 365 fraud protection;
- Alipay for the Integration of Alipay+ enhancing in-store and e-commerce payments with a wide range of e-wallets and bank apps from across Asia;
- Oracle through the integration agreement including full suite of payment services for hospitality, F&B and Retail verticals;
- Vesca for Credit card acquiring and POS card acceptance and processing in Japan for instore and online merchants;
- SoftPos, enlarging Worldline offering with a new value proposition for micro merchants with mobile Tap & Pay payment solution on Android mobile devices;
- Casio for the simplification of the card acceptance in Japan leveraging Casio front-end positioning on the ECR market while combining it with Vesca NSP positioning; and
- .planet through a joint offering providing full-service end-to-end integrated payment solution for hospitality, featuring omnichannel capabilities and DCC services.

Merchant Services performance reflects a very strong development of market positions all along the semester, notably in commercial acquiring, as illustrated by the following business KPI:

- Worldline's acquiring merchant base continued to steadily grow with c. 60,000 new merchants onboarded on the Group platform over the first semester of the year, reaching 1.2 million merchants as of end of June 2022 (including Axepta Italy and Handelsbanken merchants in both H1 2022 and H1 2021). It represents a +10% increase over the semester led by a strong dynamic in both instore (+9%) and online (+14%) merchants count.
- Acquired MSV also continued to expand with an overall acquiring MSV reaching € 147 billion in H1 2022, up +30% versus H1 2021 and up +28% versus H1 2019. This H1 2022 MSV performance has been fuelled by market share gains in both instore (+30%) and online (+31%).

Merchant Services' OMDA in H1 2022 amounted to € 352 million, 25.5% of revenue, representing a strong improvement by +310 basis points. It was positively supported by:

- Acceleration of revenue growth fostering operating leverage;
- Synergies from Ingenico integration program; and
- The effects of transversal productivity improvement actions.

A.2.2.2. Financial Services

Financial Services revenue reached € 458 million in H1 2022, up by +2.8% organically despite the temporary impact from the price decrease conceded by the Group for the successful synchronous renewals of historical large contracts of Equens done in Q4 2021 and which impacted both Q1 and Q2. This impact will fade away in the course of the second half 2022.

In Q1 2022, Financial Services delivered a +2.5% organic growth, a decent performance in line with FY expectations. The performance of each division being contrasted:

- *Issuing Processing*: low-to-mid-single-digit organic growth thanks to higher transaction volumes project deliveries in Belgium and Asia, compensating for the impact of price concession of renewed large contracts;
- *Acquiring Processing*: improved volume trends in the Netherlands, Belgium and Germany, did not fully compensate for the impact of price concession of renewed large contracts, in particular in the Netherlands, leading to a low-to-mid-single-digit organic decline of the division;
- Despite the difficult base effect of the UniCredit contract now in its run phase with significant decrease of project works as per plan, *Account Payments* grew at mid-to-high-single-digit, pursing the positive trend recorded last year and largely benefitting from the significant level of activity of large contracts in Germany in particular;
- *Digital Banking* delivered a high-single-digit organic growth with strong volumes in France where the unit continued to benefit from higher authentications volumes related to ecommerce transactions due to enforcement of the PSD2 regulation, as well as strong volumes and project deliveries in Belgium.

Financial Services delivered a +3.0% organic growth in Q2 2022, a slight acceleration compared to Q1 2022 with solid revenue flows partly compensating the impact from renewals of historical Equens contracts, with the following performance by division:

- Card-based payment processing activities (*Issuing Processing* and *Acquiring Processing* altogether) benefitted from improved volume trends over the quarter and a decent level of project activities. Nevertheless, these two units decreased organically due to price reductions conceded at renewal time of large processing contracts, as planned and already disclosed;
- *Account Payments* grew at a double-digit rate in Q2, supported by increased volumes and strong project demand, notably in Germany;
- *Digital Banking* delivered a mid-single digit organic growth led by higher authentications volumes related to ecommerce transactions due to enforcement of the PSD2 regulation compensating for lower iDeal volumes in the Netherlands.

Over the first semester, Financial Services continued to extend its business as several contracts were signed or renewed, and in particular through a partnership with UniCredit to allow the bank's customers to connect their accounts in other banks throughout Europe via one single application programming interface (API). This enables UniCredit to effectively offer Account Information Services (AIS) and Payment Initiation Services (PIS) and opens up a range of business opportunities for both UniCredit and its customers. UniCredit has been using Worldline's Open Banking TPP service since 2020. The partnership has been extended for another two years. Another partnership was set with Mainsys Financial Software, a Belgian IT company that offers comprehensive banking solutions. The joint solution has been recently rolled-out for the first time to manage co-badged Visa Debit-Bancontact cards. In addition, DFM, a financing partner for enterprises within the mobility sector which chose Worldline to be their Instant Payments and Clearing & Settlement mechanism partner. Worldline also signed with Aegon Bank N.V. for back-office processing for handling Instant payments, SEPA batch payments and multi-currency payments. Worldline also renewed for 5 years its contract with Credit Agricole Payment Services for the management of the ACS service (Access Control Server), enabling issuing banks to manage 3DSecure processes and to authenticate cardholders during online payments. Finally, Worldline partnered with two fintechs in the Financial Services space; manager.one to offer to corporate cardholders a seamless experience for managing their business expenses, and Algoan to offer next-level credit assessment solution for lenders & service providers.

H1 2022 OMDA reached € 123 million, representing 26.8% of revenue The overall profitability of Financial Services remained high despite the renewal of Equens contracts at a lower price and to a lesser extent the temporary impact related to cost inflation not yet compensated by the full impact of already launched mitigation measures.

A.2.2.3. Mobility & e-Transactional Services

Revenue in Mobility & e-Transactional Services reached € 184 million in H1 2022, up organically by +9.4%.

In Q1 2022, +8.4% organic growth was spread in each of the three divisions:

- *Trusted Digitization* in particular strongly grew at a strong double-digit rate in Q1 2022 with volume increase and new projects signed in France, higher volumes in Tax collection and digital healthcare in Latin America, growing project activity on eHealth solutions in Germany, and new cash-to-invoice solutions sold in the Brexit context.
- *e-Ticketing* delivered a high-single-digit growth driven by higher project activity and increasing volumes on rail transactional revenue in the UK, higher transportation and fare collection in Latin America, coupled with several development projects in France and Germany.
- Finally, *e-Consumer & Mobility* was slightly up organically with lower revenue on the Group's cryptographic solutions in Germany, offset by the strong momentum of Contact solutions in France and thanks to higher project activity in Iberia in Connected Living and Mobility.

Organic growth accelerated in Q2 at +10.3% with each of the three divisions contributing:

- *Trusted Digitization* in particular strongly grew double-digit in Q2 2022 with several new projects and improving volumes in France, as well as higher volumes in Tax collection and digital healthcare in Latin America. The division also benefited from more support and project activity on eHealth solutions in Germany and increasing activity in Spain.
- *e-Ticketing* also grew at a double-digit rate thanks to higher transportation volumes and fare collection in the UK and as well as in Latin America were the activity also benefited from ticket tariff increases.
- *e-Consumer & Mobility* growth in Q2 2022 was supported in particular by the ramp-up of newly signed Contact contracts and the sale of solutions for connected vehicles.

Commercial activity of Mobility & e-Transactional Services in H1 has been strong with signatures such as, in particular, with the North department of France (largest administrative area in France) for the Parcours RSA SaaS solution of Worldline in order to equip their +1,400 social agents. It will enable the Department to streamline the process of supporting social assistance beneficiaries with the hundreds of counterparts involved, in order to bring them back quicker in employment. Worldline will also deliver Cloud based control system to a train operating company in Great Britain to provide better IT integration and data flows such as planning and maintenance systems. In Q2, Mobility & e-Transactional Services signed a 6-year duration agreement with GTR, the UK's largest railway operator delivering 24% of all passenger rail journeys for the continued support of their booking office and on-board ticket issuing systems. Worldline was also selected by a large French metropole to build and operate the first project in France to incentive drivers to use more ecological virtuous transport mode, with a target of reducing up to 7% the traffic during peak hours, relieving the traffic and improving the air quality. Finally, in Trusted Services, GIE Sesam Vitale, the French public operator in charge of digitizing reimbursements covered by public health insurance in France has chosen Worldline to set up a large-scale SecNumCloud project, for the hosting and operation of the mobile application replacing the existing card centric system.

Mobility & e-Transactional Services' OMDA reached € 26 million in H1 2022, representing 13.9% of revenue. Positive business trends and cost optimization plans addressing both fixed and variable costs helped to offset the overall cost inflation.

A.2.2.4. Corporate costs

Corporate costs amounted to € 32 million in H1 2022, representing 1.6% of total Group revenue compared to 1.0% in H1 2021 at constant scope and exchange rates. This increase reflects the implementation of a more centralized operating model following recent acquisitionswas.

A.2.3. Human resources

The total headcount was 21,363 at the end of June 2022, up by +3.1% (+653 staff) over the semester. The increase was mainly related to the hiring effort to staff the strong business growth of the Group.

In a context of accounting of the Terminals, Solutions & Services (TSS) GBL under IFRS 5 as discontinued operation, the table below presents the number of Group headcount by geography including and excluding TSS as well as the headcount movements by geography in H1 2022 without TSS headcount.

Headcount	Dec 2021	Scope effects	Hiring	Leavers	Dismiss / Restruc	Others	June 2022	Changes	%	June 2022 without TSS
Southern Europe	5,987	124	557	-240	-30	-93	6,305	318	*+5.0%*	5,515
Central & Eastern Europe	4,983	-86	477	-247	-10	-16	5,101	118	*+2.3%*	4,918
Northern Europe	4,324		488	-236	-8	-76	4,492	168	*+3.7%*	4,081
Asia Pacific	4,059	139	635	-433	-89	-66	4,245	186	*+4.4%*	2,780
Americas	1,358		155	-256	-21	-15	1,221	-137	*-11.2%*	437
Worldline	**20,711**	**177**	**2,312**	**-1,412**	**-158**	**-266**	**21,363**	**653**	***+3.1%***	**17,730**

Of which TSS	Dec 2021	June 2022
Southern Europe	698	790
Central & Eastern Europe	179	183
Northern Europe	413	411
Asia Pacific	1,598	1,465
Americas	927	784
Worldline	**3,815**	**3,633**

A.3. All 2022 objectives confirmed

2022 objectives are the following:

- Revenue organic growth: +8% to +10%
- OMDA margin: +100 to +150 basis points improvement vs. proforma 2021 OMDA margin
- Free cash flow: circa 45% OMDA conversion rate

A.4. 2024 ambition reiterated

The Group ambitions to deliver:

- Revenue organic growth: +9% to +11% CAGR
- OMDA margin: above 400 basis points improvement over the 2022-2024 period, trending towards 30% of revenue by 2024
- Free cash flow: circa 50% OMDA conversion rate

B. FINANCIAL REVIEW

In this financial review, the financial statements as of and for the period ended June 2022 are compared with the consolidated financial statements as issued for the similar period in 2021, restated in application of IFRS 5, due to the reclassification of the TSS business as discontinued operations.

B.1. Income statement

The Group reported a net income (attributable to owners of the parent) of €-42.1 million for the half year 2022 which represented -2.1% of Group revenue of the period. The normalized net income before unusual and infrequent items (net of tax) was € 212.7 million, representing 10.5% of revenue.

B.1.1. Reconciliation from operating margin to net income attributable to continued operations

In € million	6 months ended June 30, 2022	%	6 months ended June 30, 2021 (*)	%
Operating margin	**346,4**	**17,2%**	**257,6**	**15,2%**
Other operating income/(expenses)	-228,2		-177,1	
Operating income	**118,2**	**5,9%**	**80,5**	**4,8%**
Net financial income/(expenses)	-41,3		-12,6	
Tax charge	-18,0		-16,6	
Share of net profit/(loss) of associates				
Non-controlling interests and associates	-5,4		1,9	
Net income - Attributable to continued operations	**53,4**	**2,6%**	**53,2**	**3,1%**
Net income/loss – Attributable to discontinued operations	-95,5		49,0	
Net income/loss – Attributable to owners of the parent	**-42,1**	**-2,1%**	**102,3**	**6,0%**
Normalized net income – Attributable to owners of the parent	**212,7**	**10,5%**	**169,4**	**10,0%**

** restated amounts in application of IFRS 5*

B.1.2. Operating margin before depreciation and amortization

Operating margin before depreciation and amortization (OMDA) represents the underlying operational performance of the current business and is analyzed in the operational review.

In € million	6 months ended June 30, 2022	6 months ended June 30, 2021 (*)	Variation
Operating margin	**346.4**	**257.6**	**88.8**
+ Depreciation of fixed assets	119.2	119.3	-0.1
+ Net book value of assets sold/written off	2.0	2.2	-0.2
+/- Net charge/(release) of pension provisions	4.6	4.2	0.4
+/- Net charge/(release) of provisions	-4.3	-0.8	-3.5
OMDA	**467.8**	**382.5**	**85.4**

** restated amounts in application of IFRS 5*

B.1.3. Other operating income and expenses

Other operating income and expenses relate to income and expenses that are unusual and infrequent. They represent a net expense of € 228.2 million for the six-month period ended June 2022. The following table presents this amount by nature:

(In € million)	6 months ended June 30, 2022	6 months ended June 30, 2021 (*)
Staff reorganization	-7.7	-4.8
Rationalization and associated costs	-3.4	-1.9
Integration and acquisition costs	-71.8	-49.7
Equity based compensation & associated costs	-21.4	-25.3
Customer relationships and patents amortization	-110.1	-92.2
Other items	-13.8	-3.1
Total	**-228.2**	**-177.1**

** restated amounts in application of IFRS 5*

Staff reorganization expenses of € 7.7 million increased by € 2.9 million compared to last year and correspond mainly to the synergies and costs induced by recent acquisitions.

The € 3.4 million of **rationalization and associated costs** resulted mainly in office relocation in Germany and other administrative back-office transformation. Those costs have increased by € 1.8 million compared to the first half of 2021.

Integration and acquisition costs reached € 71.8 million increasing by € 22.1 million compared to the prior period, and corresponded mainly to Ingenico, Axepta and ANZ post-acquisition and integration costs.

Equity based compensation & associated costs reached € 21.4 million, decreasing by € 3.9 million compared to last year.

As of June 30, 2022, **amortization of customer relationships and patents (PPA from acquisitions)** of € 110.1 million corresponds mainly to:

- € 55.4 million of Ingenico customer relationships, technologies and patents,
- € 26.5 million of SIX Payment Services customer relationships, technologies and patents,
- € 8.8 million of Handelsbanken customer relationships,
- € 4.2 million of Equens customer relationships,
- € 3.6 million of Payment Acceptance Australia customer relationships,
- € 3.5 million of Axepta customer relationships, technologies and patents,
- € 3.0 million of Cardlink customer relationships, technologies and patents.

Other items reached € 13.8 million, including main :

- The net asset depreciation for Russian entity for € 6.3 million,
- Final price adjustment related to the disposal of assets following Ingenico acquisition for €-4.3 million.

B.1.4. Net financial loss

Net financial expenses amounted to € 41.3 million for the period compared to € 12.6 million at the end of June 2021 and were made up of:

- A net cost of financial debt of € 18.3 million (€ 23.5 million at the end of June 2021); and
- A non-operational financial expense of € 23.0 million (income of € 10.8 million at the end of June 2021).

Net cost of financial debt of € 18.3 million is mainly made up of interests linked to straight bonds (€ 9.9 million) and convertible bonds (€ 5.7 million). Variation compared to last year is explained by the impact of bonds reimbursement during last year that generated expenses in H1 2021 for € 7.8 million.

The non-operational financial expense was mainly composed of:

- The recognition in the consolidated income statement of the variation of the fair value of the Visa preferred shares for an expense of € 0.8 million (income of € 13.2 million at the end of June 2021);
- IFRS 16 impacts for an expense of € 2.3 million (€ 2.4 million at the end of June 2021);
- Foreign exchange losses for € 17.2 million (€ 1.8 million gain at the end of June 2021) including hyperinflation treatment, for an expense of € 8.9 million; and
- Pension financial costs for € 1.3 million. The pension financial costs represent the difference between interest costs on defined benefit obligations and the interest income on plan assets for plans which are funded (cf. Note 20 "Pensions and similar benefits").

B.1.5. Corporate tax

The tax charge for the six-month period ended June 30, 2022, was € 18.0 million with a profit before tax of € 76.9 million. The annualized Effective Tax Rate (ETR) was 23.4% compared with 24.4% for the first semester of 2021.

B.1.6. Non-controlling interests and associates

The non-controlling interests and associates at the end of June 2022 constituted an income of € 5.4 million, compared to a net loss of € 1.9 million at the end of the first semester 2021.

B.1.7. Normalized net income

The normalized net income attributable to continued operations is defined as net income excluding unusual and infrequent items (Group share), net of tax. For the first semester 2022, the amount was € 212.7 million.

(In € million)	**6 months ended June 30, 2022**	**6 months ended June 30, 2021 (*)**
Net income - Attributable to owners of the parent (Continued)	**53.4**	**53.2**
Other operating income and expenses (Group share)	212.4	162.5
Tax impact on unusual items	-53.1	-46.4
Normalized net income - Attributable to owners of the parent	**212.7**	**169.4**

** restated amounts in application of IFRS 5*

B.1.8. Half year Earning Per Share

Basic and diluted earnings per share are reconciled in the table below. Potential dilutive instruments comprise stock options, which do not generate any restatement of net income used for the diluted EPS calculation.

As of end of June 2022, the impact of convertible bonds on the diluted earnings per share is excluded as it generates an anti-dilutive effect.

In € million	**6 months ended June 30, 2022**	**%**	**6 months ended June 30, 2021 (*)**	**%**
Net income - continued [a]	**53.4**	**2.6%**	**53.2**	**3.1%**
Diluted net income - continued [b]	**53.4**	**2.6%**	**57.2**	**3.4%**
Normalized net income - continued [c]	**212.7**	**10.5%**	**169.4**	**10.0%**
Normalized diluted net income - continued [d]	**212.7**	**10.5%**	**173.4**	**10.2%**
Average number of shares [e]	280,362,941		279,187,941	
Impact of dilutive instruments	530,702		13,596,267	
Diluted average number of shares [f]	280,893,643		292,784,208	
In €				
Basic EPS [a] / [e]	**0.19**		**0.19**	
Diluted EPS [b] / [f]	**0.19**		**0.20**	
Normalized basic EPS [c] / [e]	**0.76**		**0.61**	
Normalized diluted EPS [d] / [f]	**0.76**		**0.59**	

** restated amounts in application of IFRS 5*

B.2. Cash flow

(In € million)	6 months ended June 30, 2022	6 months ended June 30, 2021 (*)
Operating Margin before Depreciation and Amortization (OMDA)	**467.8**	**382.5**
Capital expenditures	-140.2	-84.3
Lease expenditures (Lease under IFRS16)	-31.2	-36.7
Change in working capital requirement	86.1	34.4
Cash from operation	**382.5**	**296.0**
Taxes paid	-38.4	-55.9
Net cost of financial debt paid	-11.9	-13.1
Reorganization in other operating income	-7.8	-7.8
Rationalization & associated costs in other operating income	-3.4	-2.1
Integration and acquisition costs	-71.9	-46.2
Net Long term financial investments	-0.6	-2.4
Other changes	-19.4	-25.7
Free Cash Flow	**229.1**	**142.8**
Net material acquisitions	-779.7	-2.1
Capital increase	11.3	22.9
Portion of convertible bonds in equity / debt	-5.7	-5.6
Dividends paid / received		-8.9
Others	76.7	0.5
Change in net cash/(debt) for continued operations (excluding TSS)	**-468.4**	**149.5**
Opening net cash/(debt) including TSS	**-2,922.7**	**-3,211.4**
Change in net cash/(debt) excluding TSS	-468.4	149.5
Change in net cash/(debt) related to TSS	-82.7	122.3
Foreign exchange rate fluctuation on net cash/(debt)	17.8	0.8
Closing net cash/(debt) including TSS	**-3,456.0**	**-2,938.8**
Closing net cash of TSS	120.2	582.9
Closing net cash/(debt) excluding TSS	**-3,576.2**	**-3,521.6**

** restated amounts in application of IFRS 5*

Free cash flow represented the change in net cash or net debt, excluding equity changes, dividends paid, impact of foreign exchange rate fluctuations on opening net cash balance, and net acquisitions and disposals. For the continued operations the free cash flow reached € 229.1 million in 2022, compared to € 142.8 million in 2021.

OMDA of € 467.8 million, reached 23.2% of revenue.

Capital expenditures amounted to € 140.2 million or 6.9% of revenue, in line with Group investment policy of 6-7% of revenue. The part related to investments in software platforms through capitalized costs, in connection with the modernization of proprietary technological platforms, amounted to € 70.7 million.

The positive **change in working capital requirement** was € 86.1 million.

The Group may factor part of its account receivables in the normal course of its day-to-day treasury management. Amount of receivables factored as of June 30, 2022, is non-significant and in line with the level of June 30, 2021.

Cash out related to **taxes paid** reached € 38.4 million.

Net outflow related to **cost of net debt** of € 11.9 million included the costs linked to the financing of the acquisition of Ingenico.

Cash outflow linked to **reorganization costs** and **rationalization costs** represented respectively € 7.8 million and € 3.4 million.

Integration costs of € 71.9 million mainly included costs linked to recent acquisitions integration.

Net financial investments amounted to € 0.6 million.

Other changes amounted to €-19.4 million, compared with € 25.7 million in June 2021.

The **net material acquisitions** represented mainly:

- the net cash effects linked to the acquisition of merchant acquiring activities from Eurobank, including impact of put option for minority interest;
- the net cash effects linked to the acquisition of merchant acquiring activities from Axepta, including impact of put option for minority interest;
- the net cash effects linked to the acquisition of ANZ;
- the final collection linked to the disposal of customers portfolio in Belgium, Luxembourg and Austria in line with the commitment to the European Commission in the frame of Ingenico acquisition;

In the first semester 2022, the € 11.3 million **Capital increase** corresponded to the issuance of common stock following employees' exercise of stock options and the employees' shareholding plan ("Boost Plan").

Negative net debt effect of **convertible bonds** reached € 5.7 million, representing related interests.

Foreign exchange rate fluctuation, which is determined on debt or cash exposure by country, had a positive impact of € 17.8 million.

B.3. Financing policy

Financing structure

Worldline's expected liquidity requirements are currently fully covered by the gross cash, the long-term committed credit facilities and the cash generation.

On December 20, 2018, Worldline (as borrower) signed a five-year revolving credit facility (the "Facility") for an amount of € 600 million, maturing in December 2023 with an option for Worldline to request the extension of the Facility maturity date until December 2025. Following extension requests this Facility is now € 600 million until December 2024 and € 554 million between December 2024 and the final maturity of December 2025.

In January 2021, following lender's approvals, an existing € 750 million revolving credit facility at the level of Ingenico Group SA (as borrower), maturing in July 2023 was amended and extended as follows: modification of the borrower which is now Worldline SA, decrease of the amount from € 750 million to € 450 million, improved margin conditions and financial commitments/covenants, and maturity extended to January 2024.

The two abovementioned revolving credit facilities are available for general corporate purposes.

At June 30, 2022, no drawings were made on the Worldline € 600 million or the € 450 million Revolving credit facilities.

In addition, Worldline has entered a "Negotiable European Commercial Papers" program (NEU CP) on April 12, 2019 to optimize its financial charges and improve Group's cash for a maximum initial amount of € 600 million increased to € 1,000 million in December 2021. On June 30, 2022, the outstanding amount of the program was € 835,5 million.

In addition, on July 30, 2019, Worldline has issued interest-free bonds convertible into new shares and/or exchangeable for existing shares of Worldline (OCEANE) for an amount of € 600 million due to mature on July 30, 2026, unless the bonds have been subject to early redemption, conversion or purchase and cancellation.

Worldline has issued subsequently, on September 18, 2019, bonds for an amount of €500 million. Such bonds are due to mature on September 18, 2024, and produce interest of 0.25% per year on the outstanding principal amount. These bonds are rated BBB by S&P Global Ratings in line with the corporate credit rating of the Company, and the terms and conditions reflect standard Investment Grade documentation.

In June 2020, under a € 4 billion EMTN (Euro Medium Term Note) listed in Luxemburg and dated June 22, 2020, Worldline completed two bonds issuances for an amount of € 500 million each. The first bond issue is due to mature on June 30, 2023, and produces interest of 0.50% per year on the outstanding principal amount. The second bond issue is due to mature on June 30, 2027, and produces interest of 0.875% per year on the outstanding principal amount. The bonds are rated BBB by S&P Global Ratings, in line with the corporate credit rating of the Company, and the terms and conditions reflect standard Investment Grade documentation. The bonds are listed on the Luxemburg Stock Exchange.

In July 2020, Worldline has issued interest-free OCEANE bonds for an amount of circa € 600 million due to mature on July 30, 2025, unless the bonds have been subject to early redemption, conversion or purchase and cancellation.

In December 2020, Worldline placed a tap issue of OCEANE bonds for an amount of circa € 200 million maturing on July 30, 2026 fully fungible with the OCEANE bonds due 2026 issued in July 2019.

Following the acquisition of Ingenico, the following additional debts are borne by Worldline:

- In September 2017, Ingenico has completed a bond issuance for an amount of € 600 million. The bond issue is due to mature in September 2024 and produces interest of 1.625% per year on the outstanding principal amount. An issuer substitution has been approved in a general meeting of the bonds holders held in May 2021, and Worldline SA is now the issuer of these bonds;
- In May 2018, Ingenico has entered into two Schuldschein for an amount of respectively € 25 million and € 30 million. The maturity of these Private Placements is May 2025 and they produce interest of 1.677% per year on their respective outstanding principal amounts. Following the signature in June 2021 of borrower substitution and amendment agreements with the lenders, Worldline has replaced Ingenico and is now the borrower.

Investment grade rating

On September 4, 2019, Standard & Poor's Global has assigned an "investment grade" BBB issuer credit rating to Worldline, with a stable outlook. This rating was affirmed on February 3, 2020, and on November 19, 2021, and Standard & Poor's Global has affirmed a short-term A-2 credit rating as well to Worldline.

Investment policy

Worldline has a policy to lease its office space and other real estate assets either administrative or technical. Some other fixed assets such as IT equipment and company cars may be financed through leases depending on the cost of funding and on the most appropriate type of financing for each new investment.

B.4. Proforma financial information

Context and regulatory framework

The proforma consolidated financial information, which includes proforma selected items of the consolidated income statement and the balance sheet for the semester ended June 30, 2022 reflects the impacts of the disposal of TSS activities following the announcement on February 18, 2022 where Worldline has entered into exclusive talks with the Apollo Funds (NYSE : APO) on the basis of a binding offer for the purchase of 100% of the shares of TSS. The sale price includes preference shares of up to € 900 million depending on the future value creation of TSS. Their fair value as of June 30, 2022 was assessed at € 634 million.

Completion of the transaction is expected to be finalized in the second half of 2022.

This proforma consolidated financial information has been prepared on the assumption that the disposal took place on January 1st, 2022 for the income statement and on June 30, 2022 for the consolidated statement of financial position.

This proforma consolidated financial information is prepared in accordance with Appendix 20, "Proforma information" of the Commission Delegated Regulation (EU) 2019/980 supplementing European Regulation no. 2017/1129, the recommendations issued by ESMA (ESMA 32-382-1138) and in accordance with Guideline no. 2021-02 of the French Financial Markets Authority ("Autorité des Marchés Financiers").

The proforma consolidated financial information, prepared for illustrative purposes only, presents a hypothetical situation by nature, and therefore is not representative of the results of operations or the financial situation of Worldline that would have been achieved if the disposal had been finalized on January 1st, 2022, or the current or future operating results or financial position of the Group following the sale of the TSS activities.

Basis of preparation

The proforma consolidated financial information has been prepared on the basis of:

- the consolidated financial statements of the Worldline Group as at June 30, 2022 and for the semester ended on this date, prepared in accordance with IFRS standards as adopted by the European Union and which have been the subject of an audit report by Deloitte and Grant Thornton. As indicated in note 2 of the appendix to the Group's consolidated financial statements, the activities of TSS are classified as discontinued operations in the Group's consolidated financial statements from September 25, 2021 in accordance with IFRS 5,
- the transfer agreement signed between Worldline and Apollo on February 18, 2022.

The proforma consolidated financial information is prepared in accordance with the accounting principles used for the preparation of Worldline's historical audited consolidated financial statements for the semester ended June 30, 2022.

All proforma adjustments are directly attributable to the disposal. These adjustments have been prepared and computed based on available information and certain assumptions that the management of the Group consider to be reasonable at the date of preparation of the document.

Proforma consolidated income statement

(In € million)	Worldline 6 months ended June 30, 2022 income statement	Impacts directly linked to the disposal (1)	Intragroup transactions (2)	Worldline Pro Forma income statement 6 months ended June 30, 2022
Revenue	**2,019.8**		**2.4**	**2,022.2**
Personnel expenses	-685.2			-685.2
Operating expenses	-988.1		-1.5	-989.7
Operating margin	**346.4**		**0.8**	**347.3**
% of revenue	***17.2%***			***17.2%***
Other operating income and expenses	-228.2	-183.0	9.6	-401.6
Operating income	**118.2**	**-183.0**	**10.4**	**-54.4**
% of revenue	***5.9%***			***-2.7%***
Financial expenses	-49.1			-49.1
Financial income	7.8		1.3	9.1
Net financial expenses	**-41.3**		**1.3**	**-40.0**
Net income before tax	**76.9**	**-183.0**	**11.7**	**-94.4**
Tax charge	-18.0	0.6	-2.0	-19.5
Share of net profit/(loss) of associates				
Net loss from discontinued operations	-95.5	95.5		
Net income	**-36.6**	**-87.0**	**9.7**	**-113.9**
Of which:				
- attributable to owners of the parent	-42.1	-87.0	9.7	-119.4
- non-controlling interests	5.5			5.5

Proforma restatements reflected in the proforma income statement for the first semester ended June 30, 2022

The proforma adjustments applied to Worldline's consolidated income statement as of June 30, 2022 above are intended to present the Group's income statement for the period from January 1st to June 30, 2022 as if the sale of TSS had been completed on January 1st, 2022.

The following columns reflect the following proforma adjustments:

- (1) The impacts directly related to the disposal include the cancellation of the net income from discontinued operations of TSS as presented in Worldline's consolidated financial statements as of June 30, 2022 in application of IFRS5 mostly balanced by an additional goodwill depreciation of €183.0 million.
- (2) Intra-group transactions carried out between TSS activities and continuing and eliminated activities in the consolidated financial statements at June 30, 2022 are restated for the purposes of proforma information insofar as they are deemed to be carried out with entities outside the group for the first semester 2022.

These proforma adjustments are not expected to have a prolonged impact on the Group's consolidated income statement.

Proforma consolidated statement of financial position

(In € million)	Worldline statement of financial position as at June 30, 2022	Impacts directly linked to the disposal (1)	Intragroup transactions (2)	Worldline Proforma statement of financial position as at June 30,2022
Goodwill	10,271.5			10,271.5
Other Intangible assets	2,436.4			2,436.4
Tangible assets	225.3			225.3
Right-of-use	292.2			292.2
Non-current financial assets	184.4	706.5		890.9
Non-current financial instruments	0.0			0.0
Deferred tax assets	21.8		-0.0	21.8
Total non-current assets	**13,431.6**	**706.5**	**-0.0**	**14,138.1**
Inventories	45.9		-0.4	45.5
Trade accounts and notes receivables	690.0			690.0
Current taxes	58.2			58.2
Other current assets	232.7			232.7
Assets linked to intermediation activities	3,905.0			3,905.0
Current financial instruments	19.2			19.2
Cash and cash equivalents	1,151.7	1,504.6	-9.2	2,647.1
Total current assets	**6,102.7**	**1,504.6**	**-9.6**	**7,597.7**
Assets classified as held for sale	**2,975.0**	**-2,975.0**		
Total assets	**22,509.4**	**-763.9**	**-9.6**	**21,735.9**

(In € million)	Worldline statement of financial position as at June 30, 2022	Impacts directly linked to the disposal (1)	Intragroup transactions (2)	Worldline Proforma statement of financial position as at June 30,2022
Equity attributable to the owners of the parent	9,253.0	35.9	-35.9	9,253.0
Non-controlling interests	1,180.0			1,180.0
Total shareholders' equity	**10,433.0**	**35.9**	**-35.9**	**10,433.0**
Provisions for pensions and similar benefits	167.0			167.0
Non-current provisions	53.3			53.3
Borrowings	3,182.5			3,182.5
Deferred tax liabilities	634.3		0.9	635.2
Non-current lease liabilities	257.2			257.2
Total non-current liabilities	**4,294.3**		**0.9**	**4,295.2**
Trade accounts and notes payables	769.1			769.1
Current taxes	96.2			96.2
Current provisions	17.9			17.9
Current financial instruments	5.6			5.6
Current portion of borrowings	1,544.9			1,544.9
Liabilities linked to intermediation activities	3,905.1			3,905.1
Current lease liabilities	65.1			65.1
Other current liabilities	525.4	52.9	25.5	603.8
Total current liabilities	**6,929.4**	**52.9**	**25.5**	**7,007.8**
Liabilities directly associated with assets classified as held for sale	**852.7**	**-852.7**		
Total liabilities and shareholders' equity	**22,509.4**	**-763.9**	**-9.6**	**21,735.9**

Proforma restatements reflected in the consolidated statement of financial position for the first semester ended June 30, 2022

The proforma restatements applied to Worldline's consolidated statements of financial position as of June 30, 2022 are intended to present the Group's consolidated statements of financial position as of June 30, 2022 as if the sale of the TSS business had been completed as of June 30, 2022.

The following columns reflect the proforma adjustments to the balance sheet:

- (1) The impacts directly related to the disposal reflects the restatement by counterparty of consolidated reserves, assets classified as held for sale and directly related liabilities as presented in Worldline's consolidated statements of financial position as of June 30, 2022 in application of IFRS 5 partly offset by the estimated sales price including the fair value of the preferred shares.
- (2) Intra-group transactions carried out between TSS activities and continuing and eliminated activities in the consolidated statements of financial position as of June 30, 2022 are restated for the purposes of proforma information insofar as they are deemed to be carried out with non-group entities. This column also includes the effect of other transactions between Worldline and TSS that will occur before the closing in accordance with the transfer agreement.

B.5. Report of the Auditors on proforma financial information for the period ended June 30, 2022

This is a translation into English of the statutory auditors' report on the proforma financial information of the Company issued in French and it is provided solely for the convenience of English-speaking users.

This auditors' report includes information required by French law. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Chief Executive Officer,

In our capacity of auditors and following the EU regulation No. 2017/1129 supplemented by Delegate EU Regulation No. 2019/980, we have prepared this report on the pro forma financial information of Worldline SA (the "Company") relating to the period ended June 30, 2022 and included in paragraph B.4 of the amendment to the 2021 universal registration document. (the "Proforma financial Information").

This Pro Forma Financial Information was prepared for the sole purpose of illustrating the effect that the disposal of TSS activities, under exclusive talks between Worldline and Apollo funds, could have had on the Company's consolidated income statement for the period ended June 30, 2022, if the disposal had taken effect on June 30, 2022 for the consolidated statement of financial position and on January 1, 2022 for the consolidated income statement. By their very nature, they describe a hypothetical situation and are not necessarily representative of the financial situation or performance that could have been seen if the disposal had occurred at a date prior to its actual or contemplated occurrence.

This pro forma financial information was established under your responsibility under the provisions of Regulation (EU) No. 2017/1129 and ESMA recommendations on pro forma financial information.

Based on the work performed, we are to express a conclusion, in the terms required by Annex 20, Section 3, of the Delegate Regulation (EU) No. 2019/980, on the consistency of the established Pro-Forma Financial Information with the indicated basis.

We have implemented the procedures that we have deemed necessary in light of the professional doctrine of the National Company of Auditors relating to this mission. These procedures, which do not involve any audit or limited review of the financial information underlying the establishment of Pro Forma Financial Information, were primarily designed to verify that the basis from which this Pro Forma Financial Information were established are consistent with the source documents as described in the explanatory notes to the Pro Forma Financial Information, to examine the evidence justifying the pro forma adjustments, and to have discussions with Company's management in order to collect the information and explanations we considered necessary.

In our opinion:

- Proforma financial information was correctly established in compliance with the indicated basis;
- This basis is consistent with the issuer's accounting methods.

This report is issued for the sole purpose of:

- filing with the AMF of the amendment to the 2021 Universal Registration Document
- and, if applicable, admission to negotiations on a regulated market, and/or an offer to the public, of the Company's financial securities in France and other European Union countries in which the prospectus filed with the AMF would be notified,

and cannot be used in any other context.

Paris – La Défense and Neuilly-sur-Seine, July 28, 2022

The Statutory Auditors

French original signed by

Deloitte & Associés	Grant Thornton *French member of Grant Thornton International*
Virginie PALETHORPE	Véronique LAURENT

C. INTERIM CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

C.1. Interim condensed consolidated income statement

(In € million)		6 months ended June 30, 2022	6 months ended June 30, 2021 (*)
Revenue	Note 4	**2,019.8**	**1,693.7**
Personnel expenses	Note 5	-685.2	-618.6
Operating expenses	Note 6	-988.1	-817.5
Operating margin		**346.4**	**257.6**
% of revenue		***17.2%***	***15.2%***
Other operating income and expenses	Note 7	-228.2	-177.1
Operating income		**118.2**	**80.5**
% of revenue		***5.9%***	***4.8%***
Financial expenses		-49.1	-32.0
Financial income		7.8	19.4
Net financial expenses	Note 8	**-41.3**	**-12.6**
Net income before tax		**76.9**	**67.8**
Tax charge	Note 9	-18.0	-16.6
Net income from continuing operations		58.9	51.3
Net income / loss from discontinued operations		-95.5	49.0
Net Income / loss		**-36.6**	**100.3**
Of which:			
- owners of the parent company of continuing operations		53.4	53.2
- owners of the parent company of discontinued operations		-95.5	49.0
- attributable to owners of the parent		**-42.1**	**102.3**
- non-controlling interests in continuing operations		5.5	-1.9
- non-controlling interests in discontinued operations		-0.1	
- non-controlling interests		**5.4**	**-1.9**
Weighted average number of shares		280,362,941	279,187,941
Basic earnings per share - attributable to owners of the parent in euros from continuing operations		0.19	0.19
Basic earnings per share - attributable to owners of the parent in euros from discontinued operations		-0.34	0.18
Basic earnings per share *(in €)*	Note 10	**-0.15**	**0.37**
Diluted weighted average number of shares		280,893,643	292,784,208
Diluted earnings per share - attributable to owners of the parent from continuing operations		0.19	0.20
Diluted earnings per share - attributable to owners of the parent from discontinued operations		-0.34	0.17
Diluted earnings per share (in €)	Note 10	**-0.15**	**0.36**

** in application of IFRS 5, comparative data on June 30, 2021, has been restated due to the classification of the TSS business as "discontinued operations" (refer to Note 3)*

C.2. Interim condensed consolidated statement of comprehensive income

(In € million)	6 months ended June 30, 2022	6 months ended June 30, 2021 (*)
Net loss	**-36.6**	**100.3**
Other comprehensive income		
- to be reclassified subsequently to profit / (loss) recyclable:	**149.8**	**-11.9**
Cash flow hedging	-0.4	-0.1
Exchange differences on translation of foreign operations	19.0	-19.4
Recyclable items from discontinued operations	131.1	7.6
- not reclassified to profit / (loss) non-recyclable:	**87.6**	**30.2**
Actuarial gains and (losses) generated in the period on defined benefit plan	114.9	38.4
Deferred tax on items non-recyclable recognized directly on equity	-28.2	-8.3
Non-recyclable items from discontinued operations	0.9	0.1
Total other comprehensive income	**237.4**	**18.3**
Total comprehensive income for the period	**200.8**	**118.6**
Of which:		
- attributable to owners of the parent	**201.6**	**119.2**
- non-controlling interests	**-0.8**	**-0.6**

** in application of IFRS 5, comparative data on June 30, 2021, has been restated due to the classification of the TSS business as "discontinued operations" (refer to Note 3)*

C.3. Interim condensed consolidated statements of financial position

Assets

(In € million)		**As at June 30, 2022**	**As at December 31, 2021**
Goodwill	Note 11	10,271.5	9,329.6
Other Intangible assets	Note 12	2,436.4	2,305.4
Tangible assets		225.3	194.1
Right-of-use	Note 13	292.2	280.1
Non-current financial assets	Note 14	184.4	131.1
Non-current financial instruments		0.0	0.0
Deferred tax assets		21.8	39.0
Total non-current assets		**13,431.6**	**12,279.4**
Inventories	Note 16	45.9	42.1
Trade accounts and notes receivables	Note 15	690.0	680.5
Current taxes		58.2	27.6
Other current assets	Note 16	232.7	261.5
Assets linked to intermediation activities	Note 17	3,905.0	2,570.1
Current financial instruments		19.2	8.7
Cash and cash equivalents	Note 18	1,151.7	1,126.3
Total current assets		**6,102.7**	**4,716.9**
Assets classified as held for sale		**2,975.0**	**3,048.5**
Total assets		**22,509.4**	**20,044.7**

Liabilities and shareholders' equity

(In € million)		**As at June 30, 2022**	**As at December 31, 2021**
Common stock		191.1	190.7
Additional paid-in capital		8,608.5	8,590.1
Consolidated retained earnings		154.7	834.2
Translation adjustments		340.6	180.3
Net income attributable to the owners of the parent		-42.1	-751.4
Equity attributable to the owners of the parent		9,253.0	9,044.0
Non-controlling interests		1,180.0	871.0
Total shareholders' equity		**10,433.0**	**9,915.0**
Provisions for pensions and similar benefits	Note 20	167.0	227.2
Non-current provisions		53.3	50.5
Borrowings	Note 21	3,182.5	3,509.7
Deferred tax liabilities		634.3	568.1
Non-current lease liabilities	Note 13	257.2	253.9
Total non-current liabilities		**4,294.3**	**4,609.3**
Trade accounts and notes payables	Note 22	769.1	646.2
Current taxes		96.2	81.3
Current provisions		17.9	19.1
Current financial instruments		5.6	1.6
Current portion of borrowings	Note 21	1,544.9	742.6
Liabilities linked to intermediation activities	Note 17	3,905.1	2,570.2
Current lease liabilities	Note 13	65.1	55.7
Other current liabilities	Note 23	525.4	508.8
Total current liabilities		**6,929.4**	**4,625.5**
Liabilities directly associated with assets classified as held for sale		**852.7**	**894.9**
Total liabilities and shareholders' equity		**22,509.4**	**20,044.7**

C.4. Interim condensed consolidated cash flow statement

(in € million)		6 months ended June 30, 2022	6 months ended June 30, 2021 (*)
Profit before tax		**76.9**	**67.8**
Depreciation of assets	Note 6	85.6	84.4
Depreciation of right-of-use	Note 6	33.6	33.9
Net charge / (release) to operating provisions		0.3	-0.2
Net charge / (release) to financial provisions		1.8	3.0
Net charge / (release) to other operating provisions		6.5	-0.9
Impairment of long – term assets /Customer relationships amortization (PPA)	Note 7	110.1	92.2
Losses / (gains) on disposals of fixed assets		5.6	2.4
Net charge for equity-based compensation		25.3	18.9
Losses / (gains) on financial instruments and other financial items		21.3	-11.1
Net cost of financial debt	Note 8	18.3	22.7
Cash from operating activities before change in working capital requirement, financial interest and taxes		**385.1**	**313.2**
Taxes paid		-38.4	-55.9
Change in working capital requirement		86.1	34.4
Net cash from (used in) operating activities from continued operations		**432.8**	**291.7**
Net cash from (used in) operating activities from discontinued operations		21.3	152.8
Net cash from/ (used in) operating activities		**454.1**	**444.5**
Payment for tangible and intangible assets		-140.2	-84.3
Proceeds from disposals of tangible and intangible assets		-1.7	3.7
Net operating investments		**-141.9**	**-80.6**
Amounts paid/received for acquisitions and long-term investments	Note 2	-743.1	-2.1
Cash and cash equivalents of companies purchased during the period		97.7	
Proceeds from disposals of financial investments		28.1	-2.4
Net long-term investments		**-617.3**	**-4.5**
Net cash from (used in) investing activities from continued operations		**-759.2**	**-85.1**
Net cash from (used in) investing activities from discontinued operations		-33.4	-27.6
Net cash from/ (used in) investing activities		**-792.6**	**-112.7**
Capital Increase		11.4	-21.0
Common stock issues on the exercise of equity-based compensation			-1.9
Dividends paid to non controlling interests			-8.9
New borrowings	Note 21	240.8	232.4
Lease payments		-31.2	-36.7
Financial interests on lease liability		-2.3	
Repayment of long and medium-term borrowings	Note 21	-0.3	-543.4
Net cost of financial debt paid		-9.0	-12.1
Other flows related to financing activities		67.3	5.9
Net cash from (used in) financing activities from continued operations		**276.7**	**-385.7**
Net cash from (used in) financing activities from discontinued operations		-85.2	-5.2
Net cash from/ (used in) financing activities		**191.6**	**-390.9**
Increase/ (decrease) in net cash and cash equivalents - Continued		**-49.6**	**-179.1**
Increase/ (decrease) in net cash and cash equivalents - Discontinued activities		**-97.3**	**119.9**
Opening net cash and cash equivalents - Continued operations		**1,057.3**	**1,157.5**
Increase/ (decrease) in net cash and cash equivalents - continued	Note 18	-49.6	-179.1
Impact of exchange rate fluctuations on cash and cash equivalents		4.3	5.1
Closing net cash and cash equivalents - Continued operations	**Note 18**	**1,012.1**	**983.5**

** in application of IFRS 5, comparative data on June 30, 2021, has been restated due to the classification of the TSS business as "discontinued operations" (refer to Note 3)*

C.5. Interim condensed consolidated statement of changes in shareholder's equity

(in € million)	Number of shares at period-end *(in thousands)*	Common Stock	Additional paid-in capital	Retained earnings	Translation adjustments	Net income	Equity attributable to the owners of the parent	Non controlling interests	Total shareholders' equity
At December 31, 2020	**279,135.5**	**189.8**	**8,527.5**	**627.6**	**-28.1**	**163.7**	**9,480.6**	**904.6**	**10,385.2**
* Common stock issued	969.7	0.7	61.5	-39.7			22.4		22.4
* Appropriation of prior period net income				163.7		-163.7			
* Dividends paid to the shareholders								-2.6	-2.6
* Equity-based compensation				24.0			24.0		24.0
* Remeasurment effects of put option and earn out				0.6			0.6		0.6
* Scope changes				33.7			33.7	-33.7	
* Changes in Treasury stock and others				6.4			6.4		6.4
* Other				-8.0			-8.0		-8.0
Transactions with owners	969.7	0.7	61.5	180.6		-163.7	79.1	-36.3	42.8
* Net income						102.2	102.2	-1.9	100.3
* Other comprehensive income				28.9	-12.1		16.8	1.4	18.2
Total comprehensive income for the period				28.9	-12.1	102.2	119.0	-0.6	118.4
At June 30th, 2021	**280,105.2**	**190.5**	**8,589.0**	**837.1**	**-40.3**	**102.2**	**9,678.7**	**867.7**	**10,546.4**
At December 31st, 2021	**280,484.8**	**190.7**	**8,590.1**	**834.2**	**180.3**	**-751.4**	**9,044.0**	**871.0**	**9,915.0**
* Increase of capital	617.1	0.4	18.4	-8.5			10.4		10.4
* Appropriation of prior period net income				-751.5		751.5			
* Dividends paid to the shareholders								-0.5	-0.5
* Equity-based compensation				34.8			34.8		34.8
* Remeasurment effects of put option and earn out				-36.4			-36.4		-36.4
* Scope changes				-1.8			-1.8	310.8	309.0
* Changes in Treasury stock and others									
* Other				0.5			0.5	-0.4	0.1
Transactions with owners	617.1	0.4	18.4	-762.9		751.5	7.5	309.9	317.4
* Net income						-42.1	-42.1	5.5	-36.6
* Other comprehensive income				83.4	160.3		243.7	-6.4	237.4
Total comprehensive income for the period				83.4	160.3	-42.1	201.6	-0.8	200.8
At June 30, 2022	**281,101.9**	**191.1**	**8,608.5**	**154.7**	**340.6**	**-42.1**	**9,253.0**	**1,180.0**	**10,433.0**

C.6. Notes to the interim condensed consolidated financial statements

General information

Worldline S.A., the Worldline Group's parent company, is a public limited company under French law whose registered office is located at Tour Voltaire, 1 place des Degrés, 92800 Puteaux, France. The Company is registered with the Registry of Commerce and Companies of Nanterre under the reference 378 901 946 RCS Nanterre. Worldline S.A. shares are traded on the Euronext Paris market under ISIN code FR0011981968. The shares are not listed on any other stock exchange and Worldline S.A. is the only listed company in the Group. The Company is governed by a Board of Directors.

Worldline is the European leader in the payments and transactional services industry and #4 player worldwide. Worldline activities are organized around three Global Business Lines: Merchant Services, Financial Services and Mobility & e-Transactional Services. In addition, Worldline delivers world-class payment terminals solutions & services to banks & acquirers through the Terminals, Solutions & Services GBL. Following the strategic review of this activity, the Board of Directors decided to divest Terminals, Solutions & Services, so it can pursue an ambitious transformation strategy as a fully standalone independent business. In this context, the GBL is accounted for under IFRS 5 as discontinued operation.

These interim condensed consolidated financial statements were approved by the Board of Directors on July 26, 2022.

Note 1. Accounting rules and policies

Basis of preparation of interim condensed consolidated financial statements

The 2022 interim condensed consolidated financial statements have been prepared in accordance with the applicable international accounting standards, as endorsed by the European Union and of mandatory application as of January 1st, 2022.

The international standards comprise the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB), the International Accounting Standards (IAS), the interpretations of the Standing Interpretations Committee (SIC) and the International Financial Reporting Interpretations Committee (IFRIC).

These interim consolidated financial statements have been prepared in accordance with IAS 34 - Interim Financial Reporting and should be read in conjunction with the Group's last annual consolidated financial statements as at and for the year ended December 31st, 2021. They do not include all the information required for a complete set of IFRS financial statements. However, selected explanatory notes are included to explain events and transactions that are significant to an understanding of the changes in the Group's financial position and performance since the last annual financial statements.

As of January 1st, 2022, the Group applied the following standards, interpretations and amendments that had no material impact on the Group financial statements:

- Onerous contracts - Amendments to IAS 37
- Property, Plant and Equipment, Proceeds before intended use – Amendments to IAS 16
- Business Combinations, Reference to Conceptual Framework – Amendments to IFRS 3
- Annual Improvements to the IFRS's 2018-2020 Cycle

Changes in accounting policies

Except for new standards and amendments effective for the periods beginning as of January 1st, 2022, the accounting policies applied in these interim consolidated financial statements are the same as those applied in the Group's consolidated financial statements as at and for the year ended December 31st, 2021.

The Group has not early adopted any standard or interpretation not required to be applied for periods beginning as or after January 1st, 2022. The Group does not apply IFRS standards and interpretations that have not been yet approved by the European Union at the closing date.

These interim condensed consolidated financial statements are presented in euro, which is the Group's functional currency. All figures are presented in € million with one decimal.

Accounting estimates and judgments

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities, income and expense in the financial statements and disclosures of contingent assets and liabilities at the closing date.

Material judgments made by the management on accounting principles applied, as well as the main sources of uncertainty related to the estimates used to elaborate the 2022 interim consolidated financial statements. In addition, due to the significant evolution of the global geopolitical and macroeconomic environment since the beginning of 2022, the Group has also been considering the exposure to the situation in Ukraine and Russia.

Worldline's exposure to the situation in Ukraine and Russia

On March 18, 2022, Worldline informed about its Group exposure to the situation in Ukraine and Russia according to European Securities and Market Authority (ESMA) relayed by the French regulator Autorité des Marchés Financiers (AMF) recommendations. Considering the development of the situation in Ukraine and the geopolitical context, the Worldline Group, in compliance with its corporate policies, has been immediately enforcing all the international sanctions applicable to Russia and will pursue doing so as long as necessary.

The Group confirmed that its business related to Russia was limited, representing only c. 1.5% of its 2021 estimated proforma annual Worldline Group's revenue on continued operations, mainly from its online acceptance business, operated from outside Russia and allowing domestic consumers to transact online with non-Russian international Merchants.

More broadly, while having no business exposure to Ukraine, other Eastern European neighboring countries to Russia and Ukraine (Poland, Hungary, Romania, Slovakia, Moldova, Estonia, Lithuania, and Latvia), represent only c. 1.5% of the estimated proforma annual Group's revenues in 2021 on continued operations, of which circa half of it related to transaction processing activities (Financial Services) in the Baltics. These activities are not impacted by the current conflict in Ukraine.

Moreover, the Group has no significant exposure to Russian software solutions or subcontractors impacted by the ongoing sanctions or those who could be, due to its internal development policy of its own solutions.

As of June 30, 2022, Russian net asset value has been fully impaired (see note B.1.3.).

Consideration of risks related to climate change

The global Group's current exposure to the climate change consequences on short term is limited. Therefore, at this stage, the impacts of climate change on the financial statements are not material.

Since 2015, Worldline undertakes to transforming its value chain to reduce its environmental impact. In addition, the Group is committed to contributing to carbon neutrality through the reduction of energy consumption, the switch to renewable energy and to leverage responsible purchasing practices.

The deployment of this program is reflected in Worldline's accounts through operational investments, research and development expenses, as well as sponsorship expenses.

Worldline has performed an in-depth analysis of its climate risks. The short-term effects are not significant and therefore have no impact on the Group's strategic plan, on the basis of which the impairment tests of intangible assets are carried out.

Significant accounting policies

In addition to the accounting principles as disclosed in the annual consolidated financial statements, significant accounting principles are relevant for the interim consolidated financial statements and are presented in:

- Note 3 – Assets held for sale;
- Note 9 – Income Tax;
- Note 11 – Goodwill and impairment tests;
- Note 13 – Right-of-use assets & lease liabilities;
- Note 20 – Pensions and similar benefits;
- Note 21 – Borrowings.
- Financial statements: hyperinflation

<u>Activities held for sale</u>

The Group classifies non-current assets and disposal groups as held for sale if their carrying amounts will be recovered principally through a sale transaction rather than through continuing use. Non-current assets and disposal groups classified as held for sale are measured at the lower of their carrying amount and fair value less costs to sell. The costs to sell are the incremental costs directly attributable to the disposal of an asset (disposal group), excluding finance costs and income taxes.

The criteria for classification as held for sale are met only when the sale is highly probable, and the asset or disposal group is available for immediate sale on its present terms. Management must be committed to the plan to sell the asset and the sale should be completed within one year from the date of classification.

- Property, plant and equipment and intangible assets are no longer depreciated once classified as held for sale.
- Assets and liabilities classified as held for sale are presented separately as current items in the statement of financial position.
- Discontinued operations are excluded from the results of continuing operations and are presented as a single amount in profit or loss after tax from discontinued operations in the income statement.
- Additional information is presented in note 3. All other notes to the financial statements include amounts for continuing operations unless otherwise stated.

Impairment of assets

Goodwill and assets that are subject to amortization are tested for impairment whenever events or circumstances indicate that the carrying amount could not be recoverable. If necessary, an impairment loss is recognized for the amount by which the asset's carrying value exceeds its recoverable value. Such events and circumstances include but are not limited to:

- significant deviance of economic performance of the asset when compared with budget;
- significant worsening of the asset's economic environment;
- loss of a major client;
- significant increase in interest rates.

The Group performed its annual impairment test in December 2021. As of June 2022, for continuing operations no circumstance or trigger indicated that the carrying value may be impaired.

Pensions and similar benefits

The remeasurement principle for pension liabilities and assets at interim periods is the following: actuarial remeasurements are only triggered if there are significant impacts on both the obligations and plan assets and limited to the Group's most significant pension plans. For less significant plans actuarial projections are used.

Corporate income tax

The income tax charge includes current and deferred tax expenses. For the purposes of the interim condensed consolidated financial statements, consolidated income tax expense is determined by applying the estimated effective tax rate for the full year to the "half-year net income before tax". The estimated effective tax rate for the full-year is determined on the basis of forecasted current and deferred tax expense for the year in the light of full-year earnings projections.

Intermediation activities

As part of its merchant services activity, in particular for commercial acquiring and collecting business, the Group provides intermediation between merchants, credit card issuers, and end consumers. The expected funds corresponding to the end consumer's payment as well as funds received and not yet remitted to merchants are recorded as balance sheet assets in the specific accounts, i.e. excluded from cash and cash equivalents. The counterparty is a payable due to merchants.

Assets linked to intermediation activities in the balance sheet distinguishes two types of assets:

- receivables against credit card issuers, in connection with transactions conducted on behalf of merchants but not yet settled by the companies that issued the cards;
- funds received for transactions not yet settled for merchants and transactions reimbursable to consumers.

Liabilities on the balance sheet related to intermediation activities comprise mainly:

- liabilities in connection with funds from consumers that have not yet been transferred to merchants;
- liabilities in connection with merchant warranty deposits.

Through this intermediation activity, Worldline and its affiliates are facing cash fluctuations due to the lag that may exist between the payment to the merchants and the receipt of the funds from the payment schemes (Visa, MasterCard or other schemes).

Some funds may be remitted to merchants even before they have been received by the Group from the credit card issuers. The duration of this merchant prefinancing is generally one or two days. To avoid drawing on its cash to provide this upfront remittance to merchants, the Group may use specific bank financing. This bank financing is included in debts related to intermediation activities.

Payment Schemes also define interchange fees that apply except if there is a bilateral agreement between the Acquirer and the Issuer. Worldline has no such bilateral agreement with the Issuers. Interchange fees are consequently completely driven by the rates defined by the card issuing banks.

The Group isolated in dedicated lines assets and liabilities related to its intermediation activities (net of interchange fees).

Hyperinflation

In 2022, a consensus was reached to estimate that the conditions were met to consider Turkey as a hyperinflationary economy under the definition of IAS 29. These conditions notably include the cumulative inflation rate over three years, which exceeded the 100% threshold during the first half of 2022. Consequently, Worldline analyzed the impact of IAS 29 and decided to apply it in its financial statements in Turkey from January 1st, 2022.

Adoption of IAS 29 in this hyperinflationary country requires its non-monetary assets and liabilities and its income statement to be restated to reflect the changes in the general pricing power of its functional currency, leading to a gain or loss on the net monetary position included in the net income. Moreover, its financial statements are converted into euro using the closing exchange rate of the relevant period.

As a reminder, Worldline operates in Argentina, which has also a hyperinflationary economy.

Note 2. Significant events of the semester

Sale of TSS business

On September 28, 2021, the Board of Directors has validated the strategy to divest TSS (Terminals, Solutions & Services) segment. As a consequence, in accordance with IFRS 5, TSS is accounted for as held for sale as from September 28, 2021.

On February 18, 2022, Worldline has entered into exclusive talks with the Apollo Funds (NYSE: APO) on the basis of a binding offer for the purchase of 100% of the shares of TSS.

As a reminder, a loss of € 907.4 million has been recognized in the 2021 accounts further to the measurement of the fair value less costs to sell and a related tax expense of € 145.1 million.

During the first semester of 2022, key condition precedents (antitrust and FDI clearance) have been cleared. The deal is expected to close in the second half of 2022.

For the period ending June 30, 2022, net income from discontinued operation amounts to €-95 million (see Note 3 for detailed information).

Acquisition of Axepta

In July 2021, Worldline announced its intention to enter a strategic partnership with BNL in merchant acquiring in Italy. The partnership with BNL banking group through the acquisition of 80% of Axepta Italy is a further significant development in Worldline's consolidation strategy, extending its Merchant Services activities in Southern Europe and offering attractive growth opportunities to distribute Worldline's payment products and services by leveraging BNL's network of customers.

The acquisition was completed on January 4, 2022 for an amount of € 182.2 million.

(in € million)	**Goodwill**	
Total consideration transferred (80%)	182.2	
Remaining non controlling interests (20%)	45.5	
Total consideration transferred	**227.7**	**a**
Equity acquired (After elimin historic intangible)	14.5	
Customer relationship	27.0	
Acquired technology	13.9	
Deferred tax liabilities	-8.8	
Fair value of net assets	**46.6**	**b**
Total 30.06.2022 - Preliminary Goodwill	**181.1**	**c = a - b**

Fair value adjustments mainly relate to the recognition of the following assets in the frame of the purchase price allocation process:

- Customer relationships: € 27.0 million;
- Technologies: € 13.9 million.

The valuation methods used for each of these assets are as follows:

- Customer relationships: excess earnings method;
- Technologies: relief-from-royalty method and replacement cost method.

The key assumptions for the valuation are based on a discount rate in line with the activity and the remaining useful life specific to each asset considering the respective attrition profiles.

Those new intangibles assets have been determined by an independent expert and will be depreciated over a period between 9 and 12 years, depending on customers, for customer relationships and over a period between 3 and 5 years for technologies.

An amortization expense of € 1.9 million was recorded for this first semester 2022.

A put on minority interests is accounted for in borrowings for € 78.5 million, and represents the present value of cash out flow estimated to acquire to remaining 20%.

In accordance with IFRS 3, Worldline has chosen to apply the full goodwill method.

These estimates are still preliminary and may be adjusted within one year of the acquisition depending on facts and circumstances existing at acquisition date. The residual goodwill is attributable to highly skilled workforce and some knowhow. It also reflects the synergies expected from integrating Axepta operations into the Group.

Acquisition of merchant acquiring activities from ANZ

On April 1st, 2022, Worldline announced the completion of the acquisition of a controlling stake in the commercial acquiring business of ANZ and the creation of a 51%-49% joint-venture controlled by Worldline to operate and develop commercial acquiring services in Australia with ANZ Bank, one of the largest banks in Asia-Pacific and Australia's 3rd largest acquirer with a c. 20% share of transaction volumes processed in Australia.

The acquisition was completed for an amount of € 299.5 million. This entity is fully integrated in financial statements.

(in € million)	**Goodwill**	
Total consideration transferred (51%)	299.5	
Remaining non controlling interests (49%)	309.0	
Total consideration transferred	**608.5**	**a**
Equity acquired	90.8	
Customer relationship	131.0	
Brand	6.9	
Deferred tax liabilities	-41.4	
Fair value of net assets	**187.3**	**b**
Total 30.06.2022 - Preliminary Goodwill	**421.2**	**c = a - b**

Fair value adjustments mainly relate to the recognition of the following assets (net of deferred tax) in the frame of the purchase price allocation process:

- Customer relationships: € 131.0 million;
- Brand: € 6.9 million.

The valuation methods used for each of these assets are as follows:

- Customer relationships: excess earnings method;
- Brand: relief-from-royalty method.

The key assumptions for the valuation are based on a discount rate in line with the activity and the remaining useful life specific to each asset considering the respective attrition profiles.

Those new intangibles assets have been determined by an independent expert and will be depreciated over a period between 7 and 12 years, depending on customers, for customer relationships and over a period of 10 years for Brand. An amortization expense of € 5.2 million was recorded for this first semester 2022.

In accordance with IFRS 3, Worldline has chosen to apply the full goodwill method.

These estimates are still preliminary and may be adjusted within one year of the acquisition depending on facts and circumstances existing at acquisition date. The residual goodwill is attributable to highly skilled workforce and some knowhow. It also reflects the synergies expected from integrating ANZ operations into the Group.

Acquisition of merchant acquiring activities from Eurobank

On December 7, 2021, Worldline announced the signing of a binding agreement for the acquisition of 80% of Eurobank Merchant Acquiring activities, one of the main acquirers in Greece with a c. 20% market share.

The acquisition was completed on June 30, 2022 for an amount of € 254.6 million.

(in € million)	**Goodwill**	
Total consideration transferred (80%)	254.6	
Deferred consideration	16.0	
Remaining non controlling interests (20%)	67.6	
Total consideration transferred	**338.2**	**a**
Equity acquired	0.1	
Fair value adjustments net of tax	0.0	
Fair value of net assets	**0.1**	**b**
Total 30.06.2022 - Preliminary Goodwill	**338.1**	**c = a - b**

In accordance with IFRS 3, Worldline has chosen to apply the full goodwill method.

These estimates are still preliminary and may be adjusted within one year of the acquisition depending on facts and circumstances existing at acquisition date.

A put on minority interests is accounted for in borrowings for € 67.6 million, and represents the present value of cash out flow estimated to acquire to remaining 20%.

Note 3. Assets held for sale and discontinued operations

As indicated in note 2, Worldline considered that as of September 28, 2021 the conditions for the application of IFRS 5 have been met in relation to its proposed disposal of the Terminal, Software and Services ("TSS") business.

As a result, the assets of this business and the associated liabilities are presented separately from the Group's other assets and liabilities on specific lines in the statement of financial position as of June 30, 2022, in continuation of the treatment applied as of December 31st, 2021. They are measured at that date at the lower of their net book value and their fair value less costs to sell.

On February 18, 2022, Worldline has entered into exclusive talks with the Apollo Funds (NYSE: APO) on the basis of a binding offer for the purchase of 100% of the shares of TSS.

As a reminder, a loss of € 907.4 million has been recognized in the 2021 accounts further to the measurement of the fair value less costs to sell and a related tax expense of € 145.1 million. The consideration includes preferred shares that could reach up to € 900 million depending on the future value creation of TSS. The fair value on December 31st, 2021, of the preferred shares was evaluated at € 640 million using a Black and Scholes Model. Upon closing of the transaction, the preferred shares will be accounted as financial assets at fair value through P&L, in accordance with IFRS 9.

During the first semester of 2022, key condition precedents (antitrust and FDI clearance) have been cleared. The deal is expected to close in the second half of 2022.

For the period ending June 30, 2022, net loss from discontinued operation amounts to €-95.5 million comprising mainly:

- TSS net income from operation for the 6 months period ending June 30, 2022, amounts to € 86.9 million, including IFRS 2 accelerated vesting (€ 10 million) and disposal costs (€ 1.9 million);
- An impairment charge of €-183.0 million representing the difference between TSS carrying value as of June 30, 2022, and the estimate of its fair value less cost to sell at that date. Impairment charges as of June 30, 2022, is mainly driven by foreign exchange variation on TSS net assets over the semester, increase in carrying value related to TSS net income for the first semester, as well as the estimate of consideration to be received from Apollo. This also includes the fair value of preferred shares at the end of June 30, 2022, at € 634 million, representing a decrease of € 6 million compared to December 31st, 2021, valuation;
- The tax related impact for amount of € 0.6 million.

Upon closing of the transaction, the currency translation adjustment of TSS net asset will be reversed in net income with a counterparty in consolidated reserves.

Financial data relating to discontinued operations

The information provided below details the contribution of the Terminal, Software & Services (TSS) business being sold on the main Group aggregates.

3.1. Reconciliation between first semester 2021 published financial statements to restated from TSS activities

As mentioned, the result and cash flows attributable to the Terminal, Software and Services (TSS) business are now classified as assets held for sale and presented separately as discontinued operations in the first semester 2022 consolidated financial statements. In accordance with the provisions of IFRS 5, the comparative financial statements for the first semester 2021 have been restated accordingly. The impact of these restatements on the first semester 2022 consolidated financial statements is presented below:

Restated consolidated income statement

		6 months ended June 30, 2021	
(In € million)	**Reported**	**IFRS 5**	**Restated**
Revenue	**2,272.4**	**578.7**	**1,693.7**
Personnel expenses	-732.8	-114.1	-618.6
Operating expenses	-1,146.1	-328.7	-817.5
Operating margin	**393.5**	**135.9**	**257.6**
Other operating income and expenses	-249.6	-72.5	-177.1
Operating income	**143.9**	**63.4**	**80.5**
Financial expenses	-34.7	-2.7	-32.0
Financial income	21.6	2.2	19.4
Net financial expenses	**-13.1**	**-0.5**	**-12.6**
Net income before tax	**130.8**	**62.9**	**67.8**
Tax charge	-30.5	-13.9	-16.6
Net income from continuing operations	100.3	-49.0	51.3
Net income from discontinued operations		49.0	49.0
Net income	**100.3**		**100.3**
Of which:			
- owners of the parent company of continuing operations	102.3	-49.0	53.2
- owners of the parent company of discontinued operations		49.0	49.0
- attributable to owners of the parent	**102.3**		**102.3**
- non-controlling interests in continuing operations	-1.9		-1.9
- non-controlling interests in discontinued operations			
- non-controlling interests	**-1.9**		**-1.9**
Weighted average number of shares	279,187,941		279,187,941
Basic earnings per share - attributable to owners of the parent in euros from continuing operations	0.37		0.19
Basic earnings per share - attributable to owners of the parent in euros from discontinued operations			0.18
Basic earnings per share (in €)	**0.37**		**0.37**
Diluted weighted average number of shares	292,784,208		292,784,208
Diluted earnings per share - attributable to owners of the parent from continuing operations	0.36		0.20
Diluted earnings per share - attributable to owners of the parent from discontinued operations			0.17
Diluted earnings per share (in €)	**0.36**		**0.36**

Statement of comprehensive income attributable to discontinued “Terminal, Software & Services” activities

	6 months ended June 30, 2021		
(In € million)	**Reported**	**IFRS 5**	**Restated**
Net income	**100.3**		**100.3**
Other comprehensive income			
- to be reclassified subsequently to profit / (loss) recyclable:	**-11.9**		**-11.9**
Cash flow hedging	-0.5	-0.4	-0.1
Exchange differences on translation of foreign operations	-11.4	8.0	-19.4
Recyclable items from discontinued operations		-7.6	7.6
- not reclassified to profit / (loss) non-recyclable:	**30.2**		**30.2**
Actuarial gains and (losses) generated in the period on defined benefit plan	38.5	0.1	38.4
Deferred tax on items non-recyclable recognized directly on equity	-8.3		-8.3
Non-recyclable items from discontinued operations		-0.1	0.1
Total other comprehensive income	**18.3**		**18.3**
Total comprehensive income for the period	**118.6**		**118.6**
Of which:			
- attributable to owners of the parent	**119.2**		**119.2**
- non-controlling interests	**-0.6**		**-0.6**

Restated consolidated cash flow statement

(in EUR million)	Reported	6 months ended June 30, 2021 IFRS 5	Restated
Profit before tax	**130.8**	**-62.9**	**67.8**
Depreciation of assets	94.2	-9.8	84.4
Depreciation of right-of-use	37.8	-3.9	33.9
Net charge / (release) to operating provisions	-0.3	0.1	-0.2
Net charge / (release) to financial provisions	3.1	-0.1	3.0
Net charge / (release) to other operating provisions	1.8	-2.7	-0.9
Impairment of long – term assets /Customer relationships amortization (PPA)	150.9	-58.7	92.2
Losses / (gains) on disposals of fixed assets	2.5	-0.1	2.4
Net charge for equity-based compensation	23.9	-5.1	18.9
Losses / (gains) on financial instruments and other financial items	-11.5	0.5	-11.1
Net cost of financial debt	22.7		22.7
Cash from operating activities before change in working capital requirement, financial interest and taxes	**455.9**	**-142.7**	**313.2**
Taxes paid	-69.3	13.4	-55.9
Change in working capital requirement	57.9	-23.5	34.4
Net cash from (used in) operating activities from continued operations	**444.5**	**-152.8**	**291.7**
Net cash from (used in) operating activities from discontinued operations		152.8	152.8
Net cash from/ (used in) operating activities	**444.5**		**444.5**
Payment for tangible and intangible assets	-107.9	23.7	-84.3
Proceeds from disposals of tangible and intangible assets	5.0	-1.3	3.7
Net operating investments	**-102.9**	**22.3**	**-80.6**
Amounts paid/received for acquisitions and long-term investments	-7.4	5.3	-2.1
Proceeds from disposals of financial investments	-2.4		-2.4
Net long-term investments	**-9.8**	**5.3**	**-4.5**
Net cash from (used in) investing activities from continued operations	**-112.7**	**27.6**	**-85.1**
Net cash from (used in) investing activities from discontinued operations		-27.6	-27.6
Net cash from/ (used in) investing activities	**-112.7**		**-112.7**
Capital Increase	-21.0		-21.0
Common stock issues on the exercise of equity-based compensation	-1.9		-1.9
Dividends paid to non controlling interests	-8.9	0.0	-8.9
New borrowings	232.4		232.4
Financial interests on lease liability	-41.9	5.2	-36.7
Repayment of long and medium-term borrowings	-543.4		-543.4
Net cost of financial debt paid	-12.1		-12.1
Other flows related to financing activities	5.9		5.9
Net cash from (used in) financing activities from continued operations	**-390.9**	**5.2**	**-385.7**
Net cash from (used in) financing activities from discontinued operations		-5.2	-5.2
Net cash from/ (used in) financing activities	**-390.9**		**-390.9**
Increase/ (decrease) in net cash and cash equivalents	**-59.1**		**-59.1**
Opening net cash and cash equivalents	**1,242.4**	**-84.9**	**1,157.5**
Increase/ (decrease) in net cash and cash equivalents	-59.1	59.1	
Increase/ (decrease) in net cash and cash equivalents - continued		-179.1	-179.1
Impact of exchange rate fluctuations on cash and cash equivalents	5.1		5.1
Closing net cash and cash equivalents	**1,188.3**	**-204.9**	**983.5**

3.2. Net income / loss from discontinued operations

(In € million)	**6 months ended June 30, 2022**	**6 months ended June 30, 2021**
Revenue	**643.1**	**578.7**
Personnel expenses	-128.6	-114.1
Operating expenses	-366.3	-328.7
Operating margin	**148.2**	**135.9**
% of revenue	***23.0%***	***23.5%***
Other operating income and expenses	-209.1	-72.5
Operating income / loss	**-60.9**	**63.4**
% of revenue	***-9.5%***	***11.0%***
Financial expenses	-7.9	-2.7
Financial income	3.6	2.2
Net financial expenses	**-4.3**	**-0.5**
Net income / loss before tax	**-65.2**	**62.9**
Tax charge	-30.3	-13.9
Net income / loss	**-95.5**	**49.0**

As requested by IFRS 5, amortization from TSS entities has been frozen since end of September 2021, for € 65.7 million during the first half of 2022.

In June 2022, other operating income and expenses included notably:

- Impairment of Goodwill for an amount of € 183.0 million,
- Equity based compensation & disposal costs for € 13.1 million.

3.3. Assets and liabilities held for sale

Assets and liabilities held for sale are detailed as follows:

(In € million)	6 months ended June 30, 2022
Goodwill	1,127.0
Other Intangible assets	976.8
Tangible assets	35.5
Right-of-use	39.2
Non-current financial assets	9.7
Deferred tax assets	-1.0
Other non-current assets	5.1
Total non-current assets	**2,192.3**
Inventories	134.1
Trade accounts and notes receivables	322.7
Current taxes	7.6
Other current assets	183.9
Current financial instruments	3.8
Cash and cash equivalents	130.6
Total current assets	**782.7**
Total assets	**2,975.0**

(In € million)	6 months ended June 30, 2022
Provisions for pensions and similar benefits	13.3
Non-current provisions	37.5
Borrowings	0.1
Deferred tax liabilities	153.6
Non-current lease liabilities	34.1
Total non-current liabilities	**238.6**
Trade accounts and notes payables	304.2
Current taxes	25.3
Current financial instruments	2.3
Current portion of borrowings	10.9
Other current liabilities	271.4
Total current liabilities	**614.1**
Total liabilities	**852.7**

3.4. Cash flow from discontinued Terminal, Software & Services activities

(In € million)	6 months ended June 30, 2022	6 months ended June 30, 2021
Net cash from/ (used in) operating activities	**21.3**	**152.8**
Net cash from/ (used in) investing activities	**-33.4**	**-27.6**
Net cash from/ (used in) financing activities	**-85.2**	**-5.2**
Cash flow attributable to TSS discontinued activity	**-97.3**	**119.9**
Impact of exchange rate fluctuations on cash and cash equivalents	8.9	2.9
Total change in net cash of TSS discontinued activities	**-88.4**	**122.8**

Note 4. Segment information by Global Business Lines

According to IFRS 8, reported operating segments profits are based on internal management reporting information that is regularly reviewed by the chief operating decision maker, and is reconciled to Group profit or loss. The chief operating decision maker assesses segments profit or loss using a measure of operating profit. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the Company Chief Executive Officer who makes strategic decisions.

The internal management reporting is designed based on Global Business Lines (Merchant Services, Financial Services, and Mobility & e-Transactional Services). Global Business Lines have been determined by the Group as key indicators by the chief operating decision maker. As a result, and for IFRS 8 requirements, the Group discloses Global Business Lines (GBL) as operating segments. Each GBL is managed by a dedicated member of the Executive Committee.

The P&L indicators as well as the assets have been allocated according to these GBL segments. On OMDA, a part of the cost related to Global Structures has not been allocated by GBL.

The geographical scope and the activities covered by each operating segment are as follows:

Operating segments	Business divisions	Geographical areas
Merchant Services	Commercial Acquiring, Omnichannel Payment Acceptance and Digital Services	Australia, Austria, Belgium, Brazil, Canada, Czech republic, France, Germany, Greece, India, Italy, Luxembourg, Malaysia, New-Zealand, Nordic countries, Poland, Spain, Switzerland, Turkey, the Netherlands, the United Kingdom, USA.
Financial Services	Issuing Processing, Acquiring Processing, Digital Banking, Account Payments	Austria, Belgium, China, Estonia, Finland, France, Germany, Hong Kong, Indonesia, Italy, Latvia, Lithuania, Luxembourg, Malaysia, Singapore, Spain, Switzerland, Taiwan, the Netherlands and the United Kingdom.
Mobility & e-Transactional Services	Trusted Digitization, e-Ticketing, e-Consumer & Mobility	Argentina, Austria, Belgium, Chile, China, France, Germany, Spain, the Netherlands and the United Kingdom.

Geography is not a managerial axis followed by the Group.

Inter-segment transfers or transactions are entered into under normal commercial terms and conditions that would also be available to unrelated third parties.

No external customer generates more than 10% of total Group sales.

The operating segment information for the period was the following:

(in € million)	Merchant Services	Financial Services	Mobility & e-transactional services	**Total Group**
6 months ended June 30, 2022				
Revenue by Global Business Lines	**1,378.1**	**457.6**	**184.2**	**2,019.8**
% of Group revenue	68.2%	22.7%	9.1%	**100.0%**
6 months ended June 30, 2021 (*)				
Revenue by Global Business Lines	**1,083.6**	**441.7**	**168.3**	**1,693.7**
% of Group revenue	64.0%	26.1%	9.9%	**100.0%**

(*) restated amounts in application of IFRS 5

The "Merchant Services" external revenue is presented net of interchange bank commissions.

(in € million)	Merchant Services	Financial Services	Mobility & e-transactional services	Global structures	**Total Group**
6 months ended June 30, 2022					
Operating Margin before Depreciation and Amortization (OMDA)	**351.9**	**122.6**	**25.7**	**-32.4**	**467.8**
% revenue	25.5%	26.8%	13.9%	-1.6%	**23.2%**
6 months ended June 30, 2021 (*)					
Operating Margin before Depreciation and Amortization (OMDA)	**248.0**	**127.3**	**24.9**	**-17.7**	**382.5**
% revenue	22.9%	28.8%	14.8%	-1.0%	22.6%

(*) restated amounts in application of IFRS 5

Operating margin before depreciation and amortization (OMDA) represents the underlying operational performance of the current business and is determined as follows:

In € million	**6 months ended June 30, 2022**	**6 months ended June 30, 2021 (*)**	**Variation**
Operating margin	**346.4**	**257.6**	**88.8**
+ Depreciation of fixed assets	119.2	119.3	-0.1
+ Net book value of assets sold/written off	2.0	2.2	-0.2
+/- Net charge/(release) of pension provisions	4.6	4.2	0.4
+/- Net charge/(release) of provisions	-4.3	-0.8	-3.5
OMDA	**467.8**	**382.5**	**85.4**

(*) restated amounts in application of IFRS 5

The geographical segment information for the period was the following:

(In € million)	Northern Europe (**)	Central & Eastern Europe	Southern Europe	Other	**Total Group**
6 months ended June 30, 2022					
External revenue by geographical area	**722.6**	**690.0**	**410.2**	**197.0**	**2,019.8**
% of Group revenue	35.8%	34.2%	20.3%	9.8%	100.0%
6 months ended June 30, 2021 (*)					
External revenue by geographical area	**646.6**	**565.3**	**352.6**	**129.1**	**1,693.7**
% of Group revenue	38.2%	33.4%	20.8%	7.6%	100.0%

(*) restated amounts in application of IFRS 5
(**) Including France for € 278.5 million (€ 271.1 million in 2021)

Note 5. Personnel expenses

(In € million)	**6 months ended June 30, 2022**	***% Revenue***	**6 months ended June 30, 2021 (*)**	***% Revenue***
Wages, salaries & social security charges	-668.7	*33.1%*	-606.5	*35.8%*
Tax, training, profit-sharing	-12.2	*0.6%*	-9.0	*0.5%*
Net (charge)/release to provisions for staff expenses	0.3	*0.0%*	1.1	*-0.1%*
Net (charge)/release to provisions for pensions and similar Benefits	-4.6	*0.2%*	-4.2	*0.2%*
Total	**-685.2**	***33.9%***	**-618.6**	***36.5%***

** restated amounts in application of IFRS 5*

Note 6. Non personnel operating expenses

(In € million)	6 months ended June 30, 2022	*% Revenue*	6 months ended June 30, 2021 (*)	*% Revenue*
Subcontracting costs direct	-331.0	*16.4%*	-214.0	*12.6%*
Operating costs	-173.0	*8.6%*	-208.2	*12.3%*
Hardware and software purchase	-125.5	*6.2%*	-95.4	*5.6%*
Scheme fees	-254.2	*12.6%*	-189.3	*11.2%*
Maintenance costs	-55.3	*2.7%*	-33.4	*2.0%*
Subtotal expenses	**-939.0**	***46.5%***	**-740.4**	***43.7%***
Depreciation of assets	-119.2	*5.9%*	-119.9	*7.1%*
Net (charge)/release to provisions	4.0	*-0.2%*	-0.2	*0.0%*
Gains/(Losses) on disposal of assets	-1.8	*0.1%*	-2.6	*0.2%*
Trade Receivables write-off	-2.9	*0.1%*	-2.9	*0.2%*
Capitalized Production	70.7	*-3.5%*	48.6	*-2.9%*
Subtotal other expenses	**-49.1**	***2.4%***	**-77.0**	***4.5%***
Total	**-988.1**	***48.9%***	**-817.5**	***48.3%***

** restated amounts in application of IFRS 5*

Note 7. Other operating income and expenses

Other operating income and expenses relate to income and expenses that are unusual and infrequent.

(In € million)	6 months ended June 30, 2022	6 months ended June 30, 2021 (*)
Staff reorganization	-7.7	-4.8
Rationalization and associated costs	-3.4	-1.9
Integration and acquisition costs	-71.8	-49.7
Equity based compensation & associated costs	-21.4	-25.3
Customer relationships and patents amortization	-110.1	-92.2
Other items	-13.8	-3.1
Total	**-228.2**	**-177.1**

** restated amounts in application of IFRS 5*

Staff reorganization expenses of € 7.7 million increased by € 2.9 million compared to last year and correspond mainly to the synergies and costs induced by recent acquisitions.

The € 3.4 million of **rationalization and associated costs** resulted mainly in office relocation in Germany and other administrative back-office transformation. Those costs have increased by € 1.8 million compared to the first half of 2021.

Integration and acquisition costs reached € 71.8 million increasing by € 22.1 million compared to the prior period, and corresponded mainly to Ingenico, Axepta and ANZ post-acquisition and integration costs.

Equity based compensation & associated costs reached € 21.4 million, decreasing by € 3.9 million compared to last year.

During the semester two new plans have been settled with the following characteristics:

Performance share plan

Grant date	**09/06/2022**
Number of shares granted	1,153,205
Share price at grant date (€)	38.95
Vesting date	09/06/2025
Expected life	3 years
Expected dividend yield	1.10%
Fair value of share granted (€)	37.69
Expenses recognized in H1 2022 (in € million)	**0.5**

Stock option plan

Grant date	**09/06/2022**
Number of options granted	193,530
Share price at grant date (€)	38.95
Vesting date	09/06/2025
Strike price (€)	39.70 €
Expected volatility	31.75%
Expected maturity of the plan	5 years
Risk free interest rate	1.45%
Expected dividend yield	1.10%
Fair value of options granted (€)	10.21
Expenses recognized in H1 2022 (in € million)	**0.0**

As of June 30, 2022, **amortization of customer relationships and patents (PPA from acquisitions)** of € 110.1 million corresponds mainly to:

- € 55.4 million of Ingenico customer relationships, technologies and patents,
- € 26.5 million of SIX Payment Services customer relationships, technologies and patents,
- € 8.8 million of Handelsbanken customer relationships,
- € 4.2 million of Equens customer relationships,
- € 3.6 million of Payment Acceptance Australia customer relationships,
- € 3.5 million of Axepta customer relationships, technologies and patents,
- € 3.0 million of Cardlink customer relationships, technologies and patents.

Other items reached € 13.8 million, including mainly :

- The net asset depreciation for Russian entity for € 6.3 million,
- Final price adjustment related to the disposal of assets following Ingenico acquisition for €-4.3 million.

Note 8. Net Financial Result

(In € million)	6 months ended June 30, 2022	6 months ended June 30, 2021 (*)
Interest expenses on bond loan	-9.9	-17.7
Interest charges long term debt	-1.8	-1.8
Interest expenses on convertible bonds	-5.7	-5.7
Net interest from cash and cash equivalents	-2.5	0.7
Others	1.6	0.9
Net interest expenses	**-18.3**	**-23.5**
Net foreign exchange losses	-8.3	1.2
Hyperinflation	-8.9	0.0
Gains / Losses on derivatives instruments	0.0	0.6
Foreign exchange gain and losses, net	**-17.2**	**1.8**
Financial component of retirement expenses and the cost of other post-employment benefits	-1.3	-1.0
Variation of the fair value of the Visa preferred share	-0.8	13.2
Financial interests on lease liability (IFRS 16)	-2.3	-2.4
Impairment on other financial assets	0.0	-1.9
Other financial expenses	-2.4	-0.8
Other financial income	0.9	1.8
Other financial income and expenses, net	**-5.8**	**9.0**
Total	**-41.3**	**-12.6**

** restated amounts in application of IFRS 5*

Net financial expenses amounted to € 41.3 million for the period (compared to € 12.6 million at the end of June 2021) and were made up of:

- A net cost of financial debt of € 18.3 million (€ 23.5 million at the end of June 2021); and
- A non-operational financial expense of € 23.0 million (income of € 10.8 million at the end of June 2021).

Net cost of financial debt of € 18.3 million is mainly made up of interests linked to straight bonds (€ 9.9 million) and convertible bonds (€ 5.7 million). Variation compared to last year is explained by the impact of bonds reimbursement during last year that generated expenses in H1 2021 for € 7.8 million.

The non-operational financial expense was mainly composed of:

- The recognition in the consolidated income statement of the variation of the fair value of the Visa preferred shares for an expense of € 0.8 million (income of € 13.2 million at the end of June 2021);
- IFRS 16 impacts for an expense of € 2.3 million (€ 2.4 million at the end of June 2021);
- Foreign exchange losses for € 17.2 million (€ 1.8 million gain at the end of June 2021) including hyperinflation treatment, for an expense of € 8.9 million; and
- Pension financial costs for € 1.3 million. The pension financial costs represent the difference between interest costs on defined benefit obligations and the interest income on plan assets for plans which are funded (cf. Note 20 “Pensions and similar benefits”).

Note 9. Income tax expenses

The tax charge for the six-month period ended June 30, 2022, was € 18.0 million with a profit before tax of € 76.9 million. The annualized Effective Tax Rate (ETR) was 23.4% compared with 24.4% for the first semester of 2021.

Note 10. Earnings per Share

Basic and diluted earnings per share are reconciled in the table below. Potential dilutive instruments comprise stock options, which do not generate any restatement of net income used for the diluted EPS calculation.

As of end of June 2022, the impact of convertible bonds on the diluted earnings per share is excluded as it generates an anti-dilutive effect.

(In € million and shares)	6 months ended June 30, 2022	%	6 months ended June 30, 2021 (*)	%
Net income from continuing operations	53.4		53.2	
Net income from discontinued operations	-95.5		49.0	
Net income [a]	**-42.1**	**-1.6%**	**102.3**	**4.5%**
Diluted net income from continuing operations	53.5		57.2	
Diluted net income from discontinued operations	-95.6		49.0	
Diluted net income [b]	**-42.1**	**-1.6%**	**106.3**	**4.7%**
Normalized net income from continuing operations	212.7		169.4	
Normalized net income from discontinued operations	59.2		107.0	
Normalized net income [c]	**271.9**	**13.5%**	**276.4**	**12.2%**
Normalized diluted net income from continuing operations	212.7		173.4	
Normalized diluted net income from discontinued operations	59.2		107.0	
Normalized diluted net income [d]	**271.9**	**13.5%**	**280.4**	**12.3%**
Average number of shares [e]	280,362,941		279,187,941	
Impact of dilutive instruments	530,702		13,596,267	
Diluted average number of shares [f]	280,893,643		292,784,208	
(In €)				
Basis EPS [a] / [e]	-0.15		0.37	
Diluted EPS [b] / [f]	-0.15		0.36	
Normalized basis EPS [c] / [e]	0.97		0.99	
Normalized diluted EPS [d] / [f]	0.97		0.96	

Note 11. Goodwill

(In € million)	As at December 31, 2021	Disposals Depreciations	Impact of business combination	Other	Exchange rate fluctuations	As at June 30, 2022
Gross value	9,331.3	-5.8	940.4	0.0	7.4	**10,273.4**
Impairment loss	-1.7	-0.2	0.0	-0.1	0.0	**-1.9**
Carrying amount	**9,329.6**	**-5.9**	**940.4**	**-0.1**	**7.4**	**10,271.5**

Evolution of the semester is mainly related to preliminary goodwill accounted for Axepta (€ 181.1 million), ANZ (€ 421.2 million) and Eurobank (€ 338.1 million).

Note 12. Intangible assets

(In € million)	Software & Licenses	Customer Relationships/ Patent	Other assets	Total
Gross value				
At January 1st, 2022	**1,471.0**	**1,737.0**	**59.4**	**3,267.4**
Additions	28.6		12.7	41.3
R&D capitalized	70.7			70.7
Impact of business combination	30.9	164.9	13.9	209.7
Disposals	-23.1		0.0	-23.1
Exchange differences	1.9	-3.3	3.6	2.2
Scope out	-12.1		-3.2	-15.4
Other	-4.8	-13.4	5.1	-13.1
At June 30th, 2022	**1,563.0**	**1,885.2**	**91.4**	**3,539.6**
Accumulated depreciation				
At January 1st, 2022	**-550.9**	**-372.2**	**-38.9**	**-961.9**
Depreciation charge for the year	-83.7	-82.1	6.6	-159.2
Impact of business combination	-23.3		0.0	-23.3
Disposals/reversals	21.6		0.1	21.7
Exchange differences	-1.5	-1.1	-1.2	-3.8
Scope out	8.1		0.1	8.2
Other	16.4	-4.4	3.3	15.3
At June 30th, 2022	**-613.3**	**-459.7**	**-30.1**	**-1,103.1**
Net value				
At January 1st, 2022	**920.2**	**1,364.8**	**20.5**	**2,305.4**
At June 30th, 2022	**949.8**	**1,425.5**	**61.3**	**2,436.4**

Development capitalized costs are related to the modernization of proprietary technological platforms for € 70.7 million. On June 30, 2022, the net book value of those capitalized cost amounted to € 304.6 million.

Note 13. Right-of-Use assets and Lease liabilities

Right-of-Use assets

(In € million)	Land and buildings	IT equipments	Other assets	Total
Gross value				
As at January 1st, 2022	**372.0**	**42.2**	**32.3**	**446.5**
Additions	13.8	19.1	2.4	35.3
Impact of business combination	1.1		10.6	11.7
Disposals	-13.3	-0.7	-3.0	-17.0
Exchange differences	1.2	0.0	-0.1	1.1
Other	0.0	-0.1	-0.2	-0.2
At June 30th, 2022	**374.8**	**60.5**	**42.1**	**477.4**
Accumulated depreciation				
As at January 1st, 2022	**-139.9**	**-12.0**	**-14.5**	**-166.4**
Depreciation charge for the year	-23.1	-5.0	-5.7	-33.9
Impact of business combination	-0.8		-0.3	-1.1
Disposals/Reversals	12.9	0.7	3.0	16.6
Exchange differences	-0.7	0.0	0.0	-0.7
Other	0.0	0.0	0.1	0.1
At June 30th, 2022	**-151.7**	**-16.3**	**-17.4**	**-185.4**
Net value				
As at January 1st, 2022	**232.1**	**30.2**	**17.9**	**280.1**
At June 30th, 2022	**223.1**	**44.2**	**24.7**	**292.2**

Lease liabilities

(In € million)	Total
Gross value	
As at January 1st, 2022	**309.6**
Additions	35.9
Impact of business combination	10.9
Reimbursment	(31.8)
Exchange differences	0.7
Other	(2.9)
At June 30th, 2022	**322.3**

Note 14. Non-current financial assets

(In € million)		As at June 30, 2022	As at December 31, 2021
Pension prepayments	Note 20	51.3	0.0
Fair value of non-consolidated investments		117.7	115.6
Investments in associates		3.8	3.8
Other		11.5	11.7
Total		**184.4**	**131.1**

Fair value of non-consolidated investments mainly corresponds to Visa preferred shares.

Investments in associates relates to the investment in In-touch and Joinedapp.

Note 15. Trade accounts and notes receivable

(In € million)	As at June 30, 2022	As at December 31, 2021
Contract assets	278.3	235.3
Trade receivables	446.6	476.6
Expected credit losses allowance	-35.0	-31.5
Net asset value	**690.0**	**680.5**
Contract liabilities (*)	-132.6	-135.4
Net accounts receivable	**557.4**	**545.1**
Number of days sales outstanding (DSO)	**35**	**32**

** Contract liabilities are presented in other current liabilities, see Note 23.*

Contract asset evolution usually reflects the revenue growth, activities associated to build revenue and sometimes license revenue related to Worldline intellectual property corresponding to distinct performance obligations in large outsourcing contracts in line with IFRS15, as well as projects and upsell activities with existing customers often invoiced at completion.

The revenue presenting a certain seasonality between H1 and H2, it has to be noticed that in June 2022, DSO for Worldline Group is 35 days.

Note 16. Other current assets

Inventories

(In € million)	As at June 30, 2022	As at December 31, 2021
Terminals & consumables	51.1	47.5
Allowances on inventories	-5.1	-5.4
Total	**45.9**	**42.1**

Other current assets

(In € million)		As at June 30, 2022	As at December 31, 2021
VAT receivables		20.1	58.3
Prepaid expenses	Note 22	88.2	66.2
Other receivables & current assets		91.2	114.7
Advance payment	Note 22	33.1	22.3
Total		**232.7**	**261.5**

Note 17. Intermediation activities

(In € million)	As at June 30, 2022	As at December 31, 2021
Receivables linked to intermediation activities	1,574.7	816.9
Funds related to intermediation activities	2,330.4	1,753.2
Total assets linked to intermediation activities	**3,905.0**	**2,570.1**
Payables linked to intermediation activities	3,838.8	2,533.0
Credit facilities specific to intermediation activities	66.3	37.1
Total liabilities linked to intermediation activities	**3,905.1**	**2,570.2**

Note 18. Cash and cash equivalents

(In € million)	As at June 30, 2022	As at December 31, 2021
Total cash and cash equivalents	1,151.7	1,126.3
Total overdrafts and equivalents	-139.6	-69.0
Total net cash and cash equivalents	**1,012.1**	**1,057.3**

Note 19. Shareholder equity

During this first semester 2022, 617,066 new shares were created following the exercise of:

- The employee share purchased plan BOOST (307,320 shares),
- The exercise of stock-option rights by executives and employees of the Group (500 shares)
- The performance shares plan (309,246 shares)

At the end of this first semester 2022, the total shares reached 281,101,883 with a nominal value of € 0.68. Common stock was therefore increased from € 190,729,675.56 to € 191,149,280.44.

Note 20. Pensions and similar benefits

The remeasurement principle for pension liabilities and assets at interim periods is the following: actuarial remeasurements are only triggered if there are significant impacts on both the obligations and plan assets and limited to the Group's largest pension plans. For less material plans, straightforward actuarial projections are used.

The Corporate bond interest rate markets for all major zone/countries were particularly volatile this first half of the year. Indeed, the discount rates as of June 30, 2022, have significantly increased since December 31st, 2021, in all zones.

Discounts rates per main zone	As at June 30, 2022	As at December 31, 2021
Euro zone (long duration plans)	3.4%	1.1%
Euro zone (other plans)	3.3%	0.9%
Switzerland	2.0%	0.4%
United Kingdom	3.7%	1.8%

The fair value of plan assets for the major UK and Swiss schemes have been remeasured as of June 30, 2022.

The net total liability recognized in the balance sheet in respect of pension plans and other long-term benefits plans per June 30, 2022, amounts to € 115.6 million (compared to a net liability of € 227.2 million per December 31st, 2021). The decrease in the net liability is mainly explained by the increase of discount rates and the underperformance of the assets in this first half of the year.

(In € million)	As at June 30, 2022	As at December 31, 2021
Prepaid pension asset	51.3	14.6
Accrued liability - pension plans	-162.2	-236.5
Accrued liability - other long-term benefits	-4.7	-5.3
Net total liability - pension plans and other long-term benefits	**-115.6**	**-227.2**

The net impact of defined benefits plans on Group profit and loss can be summarized as follows:

(In € million)	As at June 30, 2022	As at December 31, 2021
	Total	**Total**
Operating margin	**-15.4**	**-30.0**
Financial result	**-1.3**	**-2.1**
Total (expense)/profit	**-16.7**	**-32.1**

Note 21. Borrowings

(In € million)	As at June 30, 2022			As at December 31, 2021		
	Current	Non-current	Total	Current	Non-current	Total
Overdrafts	139.6		139.6	69.0		69.0
Other borrowings	896.7	231.1	1,127.8	666.3	65.6	731.9
Convertible bonds		1,356.9	1,356.9		1,351.2	1,351.2
Bonds	508.7	1,594.4	2,103.1	7.3	2,092.9	2,100.2
Total borrowings	**1,544.9**	**3,182.5**	**4,727.4**	**742.6**	**3,509.7**	**4,252.3**

The total borrowings as of June 30, 2022, has increased by € 475.1 million, mainly due to :

- Commercial papers increased by € 232 million;
- Puts on minority interests increased by € 166 million (see note 2).

Note 22. Trade accounts and notes payable

(In € million)	As at June 30, 2022	As at December 31, 2021
Trade payables and note payables	769.1	646.2
Trade payables and note payables	**769.1**	**646.2**
Advance payments	-33.1	-22.3
Prepaid expenses	-88.2	-66.2
Net accounts payable	**647.8**	**557.7**
Number of days payable outstanding (DPO)	**84.0**	**80.0**

Trade accounts and notes payable are expected to be paid within one year.

Note 23. Other current liabilities

(In € million)	As at June 30, 2022	As at December 31, 2021
Contract liability	132.6	135.4
Employee-related liabilities	176.1	163.0
Social security and other employee welfare liabilities	72.8	63.8
VAT payable	37.6	80.4
Other operating liabilities	106.3	66.3
Total	**525.4**	**508.8**

Other current liabilities are mainly expected to be settled within one year.

Note 24. Related parties

SIX

On the one hand, SIX Group provided services to Worldline including:

- The invoicing of delivery infrastructure;
- The reinvoicing of premises;
- The invoicing of administrative services.

On the other hand, Worldline provided transactional services to SIX Group.

These transactions are entered into at market conditions.

The related party transactions are detailed as follows:

(In € million)	6 months ended June 30, 2022	6 months ended June 30, 2021
Revenue	18.0	17.9
Operating income / expenses	-23.8	-23.0

The receivables and liabilities included in the statement of financial position linked to the related parties are detailed as follow:

(In € million)	6 months ended June 30, 2022	12 months ended, 2021
Trade accounts and notes receivables (*)	121.9	133.9
Trade accounts and notes payables	7.2	3.5
Other current liabilities	0.0	0.2

** Including intermediation activities with Swisskey*

Note 25. Subsequent events

No subsequent events have occurred since the year end.

C.7. Statutory auditor's review report on the half-yearly financial information for the period from January 1st to June 30, 2022

This is a free translation into English of the statutory auditors' review report on the half-yearly financial information issued in French and is provided solely for the convenience of English-speaking users. This report includes information relating to the specific verification of information given in the Group's half-yearly management report. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

To the Shareholders,

In compliance with the assignment entrusted to us by the General Meetings and in accordance with the requirements of article L. 451-1-2-III of the French Monetary and Financial Code ("*Code monétaire et financier*"), we hereby report to you on:

- the review of the accompanying condensed half-yearly consolidated financial statements of Worldline, for the period from January 1 to June 30, 2022,
- the verification of the information presented in the half-yearly management report.

These condensed half-yearly consolidated financial statements are the responsibility of the Board of directors. Our role is to express a conclusion on these financial statements based on our review.

I. Conclusion on the financial statements

We conducted our review in accordance with professional standards applicable in France. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with professional standards applicable in France and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Based on our review, nothing has come to our attention that causes us to believe that the accompanying condensed half-yearly consolidated financial statements are not prepared, in all material respects, in accordance with IAS 34 - standard of the IFRSs as adopted by the European Union applicable to interim financial information.

II. Specific verification

We have also verified the information presented in the half-yearly management report on the condensed half-yearly consolidated financial statements subject to our review.

We have no matters to report as to its fair presentation and consistency with the condensed half-yearly consolidated financial statements.

Neuilly-sur-Seine and Paris-La Défense, July 28, 2022

The Statutory Auditors

French original signed by

Grant Thornton
French member of Grant Thornton International

Virginie PALETHORPE

Deloitte & Associés

Véronique LAURENT

D. PERSONS RESPONSIBLE

D.1. For the amendment to the 2021 Universal Registration Document

Mr. Gilles Grapinet

Chief Executive Officer

D.2. Certification of the person responsible for the amendment to the 2021 Universal Registration Document

I hereby declare that the information contained in this amendment to the 2021 Universal Registration Document is, to the best of my knowledge, in accordance with the facts and contains no material likely to affect its import.

I hereby declare that, to the best of my knowledge, the 2022 half-year condensed consolidated financial statements have been prepared in accordance with the applicable accounting standards and give a true and fair view of the assets, liabilities, financial position and results of the Company and all the other companies included in the scope of consolidation, and that the half-year management report (here attached) presents a fair picture of significant events occurring during the first six months of the year, their impact on the financial statements, the main transactions between related parties as well as a description of the main risks and uncertainties for the remaining six months of the year.

Puteaux, July 28, 2022

Gilles Grapinet

Chief Executive Officer

D.3. For the audit

Deloitte & Associés

- Represented by Véronique Laurent.
- Appointed on: June 30,1997, renewed on March 29, 2004, May 28, 2010, May 26, 2016, and in June 9, 2022 for a term of 6 years
- Term of office expires: at the end of the AGM held to adopt the 2026 financial statements

Deloitte & Associés is a member of the Compagnie Régionale des Commissaires aux Comptes de Versailles (the Regional Association of Auditors of Versailles).

Grant Thornton

- Represented by Virginie Palethorpe
- Appointed on: April 30, 2014 and renewed on June 9, 2020 for a term of 6 years
- Term of office expires: at the end of the AGM held to adopt the 2025 financial statements

Grant Thornton is a member of the Compagnie Régionale des Commissaires aux Comptes de Versailles (the Regional Association of Auditors of Versailles).

E. RISK FACTOR

The significant and specific risks that the Group may face in the second half of 2022 are those detailed in section F.2 "Risk Factors" of the 2021 Universal Registration Document. These risk factors remain applicable as of the date of this amendment to the 2021 Universal Registration Document and have not changed significantly.

These risks are those which the Company believes could potentially have a material adverse effect on the Group, its business, financial condition, results of operations or ability to achieve its objectives and the manner in which they are managed.

Other risks of which the Group is currently unaware or which are considered as of the date of this amendment to the Universal Registration Document to be immaterial could exist, and if they were to materialize could have a significant adverse effect on the Group, its business, its financial condition, its results, its ability to achieve its objectives or its reputation.

F. CORPORATE GOVERNANCE AND OTHER ADDITIONAL INFORMATION

F.1. Terms renewals and composition of the Board of Directors and Committees

During the General Meeting held on June 9, 2022 (the "**2022 Annual General Meeting**"), shareholders approved the renewal of Director's term of office of Mrs Mette Kamsvåg[1], Mrs Susan M. Tolson[1], Mrs Caroline Parot[1], Mr Georges Pauget[1], Mr Luc Rémont[1] and Dr. Michael Stollarz, for a term of three years. The shareholders also approved the renewal of Mr Jos Dijsselhof as Censor for a one-year period.

With respect to Directors representing the employees, the Worldline UES Social and Economic Committee firstly renewed the term of Mrs Marie-Christine Lebert and secondly appointed Mr Olivier Lorieau to succeed to Mr Arnaud Lucien who previously resigned with effect following the 2022 Annual General Meeting. Their respective terms will expire at the end of the General Meeting to be held in 2023 in order to approve the financial statements for the year 2022 (the "**2023 Annual General Meeting**"). Indeed, during the 2022 Annual General Meeting, shareholders approved some amendments to Article 16.1 of the Company's bylaws aiming at temporarily reduce the term of office of the Directors representing the employees from 3 years to 1 year. The purpose of this provision is to create a transitional period that will last until the establishment, expected in 2023, of the European Works Council (see Section G.2.3.1.2 of 2021 Universal Registration Document). Thus, the term of office of the Directors representing the employees is as follows:

- the Directors representing the employees who have been appointed by the Social and Economic Committee of the Worldline UES on May 19, 2022 have a term of office of one year, that has started from the end of the 2022 Annual General Meeting and that will last until the end of the 2023 Annual General Meeting; then
- from and after the 2023 Annual General Meeting, the Directors representing the employees will be appointed by the Social and Economic Committee of the UES Worldline and the European Works Council respectively, for a period of three years[2].

The Board of Directors still comprises 19 Directors, including 2 Directors representing the employees, as well as one Censor and a representative of the Social and Economic Committee.

With 70% of independent Directors, the composition of the Board of Directors is well-balanced and allows an adequate representation of its main shareholders and strategic partners. The Board of Directors is composed of 41% by women and of a diversity of profiles that ensures solid and complementary skills.

The Board of Directors, which met immediately after the 2022 Annual General Meeting, has confirmed, as necessary, that Mr Georges Pauget remains Lead Director following his term renewal, and that all renewed Directors assigned to Commitees retain their membership as is.

In essence, as of the date of this document, the composition of the Board as described below and that of its Committees therefore remain unchanged from those described in Section G.2.3.1 of the 2021 Universal Registration Document, save for the following changes:

	Name	Nature of the change and date
Board of Directors	Arnaud Lucien	Resignation as Director representing the employees on May 24, 2022, with effect on June 9, 2022 at the end of the 2022 Annual General Meeting
	Olivier Lorieau	Appointment as Director representing the employees on May 19, 2022 by the UES Worldline Social and Economic Committee, with effect on June 9, 2022 at the end of the 2022 Annual General Meeting
Social and Environmental Responsibility Committee	Arnaud Lucien	Resignation as member on May 24, 2022, with effect on June 9, 2022 at the end of the 2022 Annual General Meeting

[1] Independent Director

[2] In the unexpected event that the Company no longer meets the conditions for the establishment of a European Works Council, the term of office of the directors representing the employees will nevertheless be three years as from the 2023 annual general meeting.

	Personal information					Experience	Position of the Board				
	Name	Age	Gender	Nationality	Number of shares held	Number of corporate mandates in other listed companies	Independency[1]	Date of first appointment	End of term of office	Seniority at the Board as Director	Committee member
CEO	**Gilles Grapinet**	58	M	French	172,998	0	No	April 30, 2014	AGM 2023	8	SI/SER
Chairman	**Bernard Bourigeaud**	78	M	French	79,755	0	Yes	October 28, 2020	AGM 2023	1	SI
Lead Director	**Georges Pauget**	75	M	French	750	2	Yes	April 30, 2019	AGM 2025	3	-
Directors	**Gilles Arditti**	66	M	French	20,001	0	Yes	April 30, 2014	AGM 2023	8	SI
	Agnès Audier	57	F	French	1,661	2	Yes	October 28, 2020	AGM 2024	1	SER
	Aldo Cardoso	66	M	French	1,500	4	Yes	June 13, 2014	AGM 2023	8	A*/SI
	Giulia Fitzpatrick	62	F	American; Italian	750	0	No	November 30, 2018	AGM 2023	3	A/SER
	Lorenz von Habsburg Lothringen	66	M	Austrian; Belgian	990	0	No	April 30, 2019	AGM 2024	3	N*/R/SI
	Mette Kamsvåg	51	F	Norwegian	1,000	1	Yes	April 30, 2019	AGM 2025	3	A/SI
	Danielle Lagarde	62	F	French	2,748	0	Yes	December 12, 2016	AGM 2024	5	N/R/SER*
	Caroline Parot	50	F	French	1,587	0	Yes	October 28, 2020	AGM 2025	1	A
	Luc Rémont	52	M	French	1,500	0	Yes	June 13, 2014	AGM 2025	8	N/R*
	Daniel Schmucki	54	M	Swiss	750	0	No	March 19, 2020	AGM 2024	2	A/SI*
	Nazan Somer Özelgin	58	F	Turkish	1,571	2	Yes	October 28, 2020	AGM 2024	1	-
	Thierry Sommelet	52	M	French	750	3	Yes	October 28, 2020	AGM 2023	1	N/R/SI
	Dr. Michael Stollarz	56	M	German	1,570	0	No	October 28, 2020	AGM 2025	1	-
	Susan M. Tolson	60	F	American	1,500	3	Yes	June 13, 2014	AGM 2025	8	A
Directors representing employees	**Marie-Christine Lebert**	59	F	French	1,001	0	No	May 17, 2019	AGM 2023	3	R
	Olivier Lorieau	55	M	French	N/A[2]	0	No	June 9, 2022	AGM 2023	0	-
Censor	**Jos Dijsselhof[2]**	56	M	Dutch	N/A[2]	N/A	N/A	March 19, 2020	AGM 2023	N/A	-

As of June 30, 2022

AGM: Annual General Meeting; A: Audit Committee; N: Nomination Committee; R: Remuneration Committee; SER: Social and Environmental Responsibility Committee; SI: Strategy and Investment Committee

** Chairperson*

1 The analysis of the independence of each Director is set forth under Section G.2.3.4. of the 2021 Universal Registration Document

2 In accordance with the internal rules of the Board of Directors, the Directors representing the employees and the censor are exempt from the obligation to own shares of the Company

F.2. Remuneration of the corporate officers

F.2.1. Approval of the compensation of the corporate officers for the year 2021 and validation of their compensation policy applicable in 2022

At the 2022 Annual General Meeting, shareholders approved the fixed, variable and exceptional components of the total compensation and benefits of any kind paid or granted to the Chairman of the Board of Directors, to the Chief Executive Officer and to the Deputy Chief Executive Officer for 2021 (19th, 20th and 21st resolutions), as well as the compensation policies applicable to them for 2022 (22nd, 23rd, and 24th resolutions), as well as the 2022 compensation policy applicable to the Directors for the same financial year (25th resolution).

All the terms of said policies are described in the Board of Directors' report on corporate governance in sections G. 3 .1 and G.3.2 of the 2021 Universal Registration Document.

F.2.2. Subscription or purchase options and performance shares plans granted as from January 1st, 2022

The Group is strongly committed to associating its employees with the long-term performance and results of the Company, notably through Long-Term Incentive ("**LTI**") plans. Beneficiaries of such LTI plans are mostly the first managerial lines of Worldline, key talents, key experts and selected juniors, and include the corporate officers.

In this context, in accordance with the authorizations granted by the 2022 Annual General Meeting under the 37th and 38th resolutions, and in compliance with the compensation policies applicable to Chief Executive Officer and to the Deputy Chief Executive Officer (as approved under the 23rd and 24th resolutions), the Board of Directors decided on June 9, 2022, on the recommendation of the Remuneration Committee, to grant 193,530 stock options (the "**Options**") and 1,159,545 performance shares (the "**Performance Shares**"). These LTI plans represent approximately 0.48% of the share capital at the date of grant and have been allocated to 784 beneficiaries, including the Chief Executive Officer and the Deputy Chief Executive Officer (see AMF tables 4 and 6 hereinafter).

The main characteristics of the Options and Performance Share plan rules are detailed in Section G.3.1.4.3 of the 2021 Universal Registration Document and are in line with the corporate officers compensation policy for 2022. It is specified that the vesting of the Options and Performance Shares granted under the 2022 LTI plan will only be definitive at the end of a three-year vesting period, i.e. on June 9, 2025. This vesting is subject to a condition of presence and the achievement of demanding performance conditions. The determination of the final number of Options and Performance Shares that will vest at the end of the vesting period will be assessed on the basis of a performance period measured over three fiscal years for all beneficiaries. It will thus depend on the level of achievement of the objectives in accordance with the elasticity curves defined by the Board of Directors on February 21, and June 9, 2022 and set out in section G.3.1.4.3 of the 2021 Universal Registration Document.

No holding period is set under these LTI plans. Nevertheless, the Chief Executive Officer and the Deputy Chief Executive Officer are subject to a holding obligation until they cease to hold office, under the conditions described in Section G.3.1.4.3 of the 2021 Universal Registration Document.

AMF Table 4: Subscription or purchase options granted to each Executive Corporate Officer since January 1st, 2022

Name	Plan Date[1]	Nature of the Options	Options valuation *(in €)*[2]	Number of options awarded since January 1st, 2022	Exercise Price *(in €)*	Exercise period
Mr. Gilles GRAPINET Chief Executive Officer	June 9, 2022	Subscription	291,821.6	44,485	39.70	June 9, 2025 to June 8, 2032
Mr. Marc-Henri DESPORTES Deputy Chief Executive Officer	June 9, 2022	Subscription	172,528	26,300	39.70	June 9, 2025 to June 8, 2032

1 Corresponds to the date of the Board of Directors' meeting that approved the grant
2 Valuation of the Options at their grant date, pursuant to application of IFRS 2, after taking account of any discount related to performance criteria and the probability of presence in the Worldline Group at the end of the vesting period, but before the expense is spread over the vesting period pursuant to IFRS 2. As from 2014, Worldline has taken into account a probability of achieving the performance conditions

AMF Table 6: Performance shares granted to each Executive Corporate Officer since January 1st, 2022

Name	Plan Date[1]	Number of shares awarded since January 1st, 2022	Shares valuation *(in €)*[2]	Vesting Date	Availability Date[3]	Performance conditions
Mr. Gilles GRAPINET						
Chief Executive Officer	June 9, 2022	44,485	1,077,871.55	June 9, 2025	June 9, 2025	See § G.3.1.4 of 2021 Universal Registration Document
Mr. Marc-Henri DESPORTES						
Deputy Chief Executive Officer	June 9, 2022	26,300	637,249	June 9, 2025	June 9, 2025	

1 Corresponds to the date of the Board of Directors' meeting that approved the grant
2 Valuation of the shares at their grant date, pursuant to application of IFRS 2, after taking account of any discount related to performance criteria and the probability of presence in the Worldline Group at the end of the vesting period, but before the expense is spread over the vesting period pursuant to IFRS 2. As from 2014, Worldline has taken into account a probability of achieving the performance conditions
3 At the end of the vesting period, shares are immediately available subject to the holding obligation applicable to Executive Corporate Officers

F.2.3. Options exercised since January 1st, 2022 by each Executive Corporate Officer – AMF Table 5

None.

F.2.4. Performance shares that have become available for each Executive Corporate Officers since January 1st, 2022 – AMF Table 7

Name	Plan Date[1]	Number of shares that have become available since January 1st, 2022[2]
Mr. Gilles GRAPINET		
Chief Executive Officer	July 24, 2019	19,687
Mr. Marc-Henri DESPORTES		
Deputy Chief Executive Officer	July 24, 2019	10,200

1 Corresponds to the date of the Board of Directors' meeting that approved the grant
2 The Board of Directors of February 21, 2022 has acted the achievement of the performance conditions for year 2021 (see section G.3.3.8.1. of the 2021 Universal Registration Document) and the definitive vesting of 100% of the performance shares granted on July 24, 2019. However, the Board of Directors exercised its power of moderation by reducing by 25% the total number of performance shares to be acquired on July 24, 2022 by the Chief Executive Officer and the Deputy Chief Executive Officer. For more information, see section G.3.3.8.1 of the 2021 Universal Registration Document.

F.2.5. Past awards of subscription or purchase options as at June 30, 2022 – AMF Table 8

Date of General Meeting	06/13/2014	06/13/2014	06/13/2014	06/13/2014	05/24/2018	05/24/2018	04/30/2019	06/09/2020	05/20/2021	06/09/2022	Total
Date of Board of Directors meeting	09/03/2014	07/27/2015	02/22/2016	07/25/2016	07/21/2018	10/18/2018	07/24/2019	06/09/2020	05/27/2021	06/09/2022	
Grant date	09/03/2014	09/01/2015	05/25/2016	08/16/2016	07/21/2018	01/02/2019	07/24/2019	06/09/2020	05/27/2021	06/09/2022	
Number of beneficiaries	92	138	52	2	18	5	19	21	23	19	**389**
Total number of shares available for subscription or purchase	1,527,220	1,558,500	196,000	45,000	262,000	130,550	98,600	101,120	117,150	193,530	**4,229,670**
of which number available for subscription by:											
Corporate Officers[1], among whom	189,330	180,000	0	0	143,000	0	39,850	39,250	37,550	70,785	**699,765**
Gilles Grapinet (CEO)	180,000	180,000	0	0	81,000	0	26,250	25,850	23,600	44,485	**561,185**
Marc-Henri Desportes (Deputy CEO)	0	0	0	0	62,000	0	13,600	13,400	13,950	26,300	**129,250**
Starting date for the exercise of the optionsd	05/15/2016	05/15/2017	05/25/2018	05/25/2018	07/21/2021	03/31/2022	07/24/2022	06/09/2023	05/27/2024	06/09/2025	
Expiry date	09/03/2024	08/31/2025	05/24/2026	08/15/2026	07/20/2028	01/01/2029	07/23/2029	06/08/2030	05/26/2031	06/08/2032	
Subscription or purchase price *(in €)*	17.22	22.87	26.82	28.58	52.91	46.69	66.77	69.73	81.39	39.70	
Number of shares subscribed or purchased on 06/30/2022	1,046,460	766,427	110,513	30,000	0	0	0	0	0	0	**1,953,400**
Cumulative number of subscription or purchase options cancelled or lapsed	90,300	154,500	17,000	0	0	0	9,963	0	0	0	**271,763**
Subscription or purchase options remaining on 06/30/2022	390,460	637,573	68,487	15,000	262,000	130,550	88,637	101,120	117,150	193,530	**2,004,507**

1 Corporate officers (executive and non executive) at the date of grant of the options

F.2.6. Past awards of performance shares as at June 30, 2022 – AMF Table 10

Date of General Meeting	04/30/2019	06/09/2020	06/09/2020	05/20/2021	06/09/2022	Total
Date of Board of Directors meeting	07/24/2019	06/09/2020	10/28/2020	05/27/2021	06/09/2022	
Grant date	07/24/2019	06/09/2020	10/28/2020	05/27/2021	06/09/2022	
Number of beneficiaries	372	442	394	827	784	2,819
Total number of shares awarded, of which the number awarded to:	326,965	379,730[1]	560,401[1]	685,935[1]	1,159,545[1]	3,112,576
Gilles Grapinet (CEO)	26,250	25,850	0	23,600	44,485	120,185
Marc-Henri Desportes (Deputy CEO)	13,600	13,400	0	13,950	26,300	67,250
Date of acquisition of shares	07/24/2022	06/09/2023	06/11/2023[2]	05/27/2024	06/09/2025	
Date of the end of the retaining period	07/24/2022	06/09/2023	06/11/2023[2]	05/27/2024	06/09/2025	
Performance conditions	See § G.3.3.8 of the 2021 Universal Registration Document				See § G.3.1.4.3 of the 2021 Universal Registration Document	
Number of shares acquired on 06/30/2022	0	0	605	0	0	
Cumulative number of shares cancelled or lapsed	22,403	4,160	28,433	5,875	0	60,346
Performance shares remaining on 06/30/2022	304,562	375,570	531,968	680,060	1,159,545	3,051,705

1 The number of shares at grant considers a maximum multiplier of 100% (per the terms outlined in the performance conditions)
2 Two beneficiaries have postponed vesting and availability dates (09/07/2023 and 10/16/2023 respectively)

F.3. Regulated Agreements

Under the terms of the 7th resolution of the 2022 Annual General Meeting held, the shareholders approved the second amendment to the English-language contract "Business Combination Agreement" (hereafter the "**BCA**") entered into on June 8, 2020 between, among other, Worldline, Ingenico Group SA ("**Ingenico**"), Deutscher Sparkassen Verlag GmbH ("**DSV Group**") and Payone, in connection with the acquisition of Ingenico.

This second amendment to the BCA, the main term of which are described in Section E.8.2 of the 2021 Universal Registration Document, was authorized by the Board on November 19, 2021 and entered into with DSV Group on November 25, 2021.

In reviewing this agreement, prior to its authorization, the Board considered that it was in the Company's interest to finalize the post-closing actions related to Worldline's position within Payone.

F.4. Shareholders' agreements and agreements that may have an impact in the event of a public offer

No new shareholders' agreement has been entered into since the beginning of the 2022 financial year beginning and the agreement described in section G.5.4.6 of the 2021 Universal Registration Document, which is in force as of the date of this amendment, has not been modified.

To the best of the Company's knowledge, no *action de concert* or similar agreement exists.

Furthermore, as of June 30, 2022, to the best of the Company's knowledge, and with the exception of the statutory restrictions provided for in article 10 of the Company's bylaws, there were no shareholders' agreements or arrangements whose implementation could, at a later date, result in restrictions on the transfer of shares and the exercise of voting rights.

Finally, to the best of the Company's knowledge, there is no agreement capable of having a material effect, in case of public offer on the share capital of the Company.

F.5. Current authorizations to issue shares and other securities granted to the Board of Directors

During the 2022 Annual General Meeting, shareholders approved the renewal of several financial delegations and authorizations granted to the Board of Directors to enable the Company to access the financial market and, as necessary, for the pursuit of the Group's development.

As of the date of this document, the following authorizations or delegations to modify the share capital and to issue shares and other securities are in force:

Financial authorizations in force in 2022 and use by the Board of Directors as of June 30, 2022						
Nature of the delegations of authority and authorizations granted to the Board by the General Meeting	Maximum authorization amount *(in euros)*	Grant date of the authorization	Authorization expiration date	Duration	Use as of June 30, 2022	Comments
Capital increase through an issue of shares and/or other securities giving access to the Company's share capital – Ingenico offer						
Authorization to decide to issue shares without preferential subscription rights (PSR), in the context of a public offer with an exchange component initiated by the Company for Ingenico shares	72,500,000	June 9, 2020 (32nd resolution)	August 9, 2022	26 months	October 28, 2020 (€61,470,761.72) November 17, 2020 (€3,591,711.72)	-
Delegation to the Board of Directors of authority to decide the issue of shares, without PSR, reserved for beneficiaries of free shares granted by Ingenico Group SA and holders of Ingenico Group SA shares through a company savings plan and/or a group savings plan or through a company mutual fund	650,000	June 9, 2022 (34th resolution)	December 9, 2023	18 months	June 24, 2022 (€150,610.48)[6]	May be used during a public offering
Capital increase through an issue of shares and/or other securities giving access to the Company's share capital						
Share capital increase with PSR	50% of the share capital[*/1]	June 9, 2022 (28th resolution)	August 9, 2024	26 months	-	May not be used during a public offering
Share capital increase without PSR through public offerings or through public exchange offerings	10% of the share capital[*/1/2]	June 9, 2022 (29th resolution)	August 9, 2024	26 months	-	May not be used during a public offering
Share capital increase without PSR through public offerings mentioned in Article L.411-2 1° of the French *Code monétaire et financier*	10% of the share capital[*] per 12-month period[1/2]	June 9, 2022 (30th resolution)	August 9, 2024	26 months	-	May not be used during a public offering
Increase in the number of securities in case of share capital increase with or without PSR	15% of the initial issue[3]	June 9, 2022 (31st resolution)	August 9, 2024	26 months	-	May not be used during a public offering
Authorization to issue shares or securities giving access to the capital without PSR as consideration for contributions in kind of equity securities or securities giving access to the capital	10% of the share capital[*/2]	June 9, 2022 (32nd resolution)	August 9, 2024	26 months	-	May not be used during a public offering
Share capital increase through incorporation of premiums, reserves, benefits or other	500 million	June 9, 2022 (33rd resolution)	August 9, 2024	26 months	-	-

Share buyback program						
Authorization to the Board of Directors for the purpose of purchasing, holding or transferring shares of the Company	10% of the share capital Maximum purchase price per share: €74	June 9, 2022 (26th resolution)	December 9, 2023	18 months	-	May not be used during a public offering
Capital reduction through the cancellation of treasury shares	10% of the share capital per 24-months periods	June 9, 2022 (27th resolution)	August 9, 2024	26 months	-	-
Operations reserved for employees and corporate officers						
Capital increase reserved to employees and corporate officers of the Group	2.5% of the share capital*/4	June 9, 2022 (35th resolution)	August 9, 2024	26 months	-	-
Capital increase with the cancelation of the PSR to the benefit of members of a company or group savings plan as employees and/or corporate officers of the Company and its affiliated companies	2.5% of the share capital*/4	June 9, 2022 (36th resolution)	December 9, 2023	18 months	-	-
Authorization to grant stock options to employees and corporate officers	2% of the share capital* (with a sub-cap of 0.027% of the share capital* for the executive corporate officers)5	June 9, 2022 (37th resolution)	August 9, 2024	26 months	June 9, 2022 (€131,600.4)	-
Authorization to allot free shares to employees and corporate officers	0.70% of the share capital* (with a sub-cap of 0.027% of the share capital* for the executive corporate officers)5	June 9, 2022 (38th resolution)	August 9, 2025	38 months	June 9, 2022 (€788,490.6)	-
Authorization to allot performance shares to the employees and corporate officers of Ingenico	0.43% of the share capital**	June 9, 2020 (35th resolution)	December 28, 2022	26 months	October 28, 2020[7]	-

** Share capital as at the 2022 AGM of June 9, 2022*
*** Share capital as at the 2020 AGM of June 9, 2020*
1 Global cap for share capital increases carried out with and without PSR under the 28th, 29th, 30th, 31s , and 32nd resolutions of the AGM of June 9, 2022. Any share capital increase pursuant to these resolutions shall be deducted from this aggregate cap of 50%. The maximum nominal amount of the debt securities or other securities giving access to the share capital of the Company carried out under the 28th, 29th, and 30th resolutions shall not exceed € 1.5 billion or counter value of this amount in the event of an issue in another currency.
2 Global cap for share capital increases without PSR carried out under the 29th, 30th, 31st, and 32nd resolutions of the AGM of June 9, 2022. Any share capital increase carried out pursuant to these resolutions shall be deducted from this 10% aggregate cap and the aggregate amount of 50% provided by the 28th resolution of the AGM of June 9, 2022
3 The nominal amount of the capital increases pursuant to the 31st resolution of the AGM of June 9, 2022 shall be deducted from (i) the cap of the resolution pursuant to which the initial issuance was decided, (ii) the aggregate cap set by the 28th resolution of the AGM of June 9, 2022, and (iii) in case of share capital increase without PSR, the amount of the sub-cap mentioned in the 29th resolution of the AGM of June 9, 2022
4 Common cap for the capital increases carried out under the 35th and 36th resolutions adopted by the AGM of June 9, 2022
5 The total number of allocations of stock options pursuant to the 37th resolution as well as the allocations of free shares carried out under the 38th resolution of the AGM of June 9, 2022 shall not exceed together 0.60% of the share capital at the date of the AGM of June 9, 2022
6 Capital increases carried out under the liquidity contracts concluded by Worldline IGSA (formerly known as Ingenico Group SA) to the benefit of the beneficiaries of performance shares plans (please refer to Section E.6.4.4 - Note 8 of the 2021 Universal Registration Document)
7 Authorization entered into force on October 28, 2020 at the closing date of the Ingenico acquisition

F.6. Shareholding structure as at June 30, 2022

The following table summarizes the Group's share capital repartition and theorical voting rights as at June 30, 2022.

The free-float of the Group shares excludes stakes held by the reference shareholders, namely SIX Group AG (owning 10.6% of the share capital), and Bpifrance Participations (4.4%). No other reference shareholder has announced its will to maintain a strategic shareholding in the Group's share capital. Treasury shares and stakes owned by the employees, Board of Directors members and Corporate officers are excluded from the free float.

As at June 30, 2022	**Number of shares**	**% of share capital**	**% of theoretical voting rights**
SIX Group AG	29,853,529	10.6%	18.8%
Bpifrance	12,477,070	4.4%	6.0%
Worldline SA	327,017	0.1%	0.1%
Board of Directors & Senior Executives	364,977	0.1%	0.2%
Employees	1,785,152	0.6%	0.5%
Free float	236,295,088	84.1%	74.4%
*of which Harris Associates, L.P.**	*16,851,567*	*6.0%*	*5.5%*
*of which The Capital Group Companies, Inc.**	*13,650,538*	*4.9%*	*4.5%*
*of which Select Equity Group, L.P.**	*12,901,309*	*4.6%*	*4.2%*
*of which BlackRock, Inc.**	*12,587,925*	*4.5%*	*4.1%*
*of which FIL Limited**	*9,590,602*	*3.4%*	*3.1%*
*of which Allianz Global Investors GmbH**	*5,579,837*	*2.0%*	*1.8%*
*of which Norges Bank Investment Management**	*5,555,494*	*2.0%*	*1.8%*
*of which Amundi**	*5,550,395*	*2.0%*	*1.8%*
Total	**281,102,833**	**100.0%**	**100.0%**

** Based on shareholding crossing notifications received by the Company (On April 22, 2021 for Amundi, January 19, 2022 for Capital, February 8, 2022 for Harris Associates, On April 8, 2022 for Select Equity, April 26, 2022 for Allianz, April 28, 2022 for BlackRock, May 3, 2022 for Norges Bank, and May 13, 2022 for FIL)*

To the knowledge of the Company, and according to the information it received, no other shareholder holds 5% or more of the Company's capital or voting rights as of June 30, 2022.

F.7. Crossing thresholds

Since January 1st, 2022, the Company has not been informed about new crossing of legal threshold other than those mentioned in section G.5.4.5 of the 2021 Universal Registration Document.

G. APPENDICES

G.1. Contacts

G.1.1. Headquarters

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G.1.2. Investors Relations

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More information concerning the Company, such as financial information, AMF regulated information, corporate governance or corporate responsibility & sustainability, is available on the website of Worldline worldline.com.

Requests for information can also be sent by email to investor-relations@worldline.com.

G.2. Financial calendar

- October 25, 2022 Q3 2022 revenue

G.3. AMF cross-reference table

Regulation (EU) 2019/980 of March 14, 2019 relating to the Regulation (EU) 2017/1129 of June 14, 2017 in accordance with the structure of the Universal Registration Document and allows to cross-reference them with the sections of the 2021 Universal Registration Document incorporated by reference in this amendment to the 2021 Universal Registration Document.

N°	Appendices 1 and 2 of the delegated regulation EU) 019/980 of March 14, 2019	Amendment to the 2021 Universal Registration Document	2021 Universal Registration Document
SECTION 1	**PERSONS RESPONSIBLE, THIRD PARTY INFORMATION, EXPERTS' REPORTS AND COMPETENT AUTHORITY APPROVAL**		
Point 1.1	Indication of persons responsible	D.1	H.1.1
Point 1.2	Declaration by persons responsible	D.2	H.1.2
Point 1.3	Name, address, qualification and material interest in the issuers of experts	N/A	N/A
Point 1.4	Confirmation of the accuracy of the source from a third party	N/A	Preliminary notes
Point 1.5	Statement from the designated authority with no prior approval	Encart AMF	Encart AMF
SECTION 2	**STATUTORY AUDITORS**		
Point 2.1	Names and addresses of the auditors	D.3	H.1.3
Point 2.2	Information regarding changes of statutory auditors during the period	N/A	N/A
SECTION 3	**RISK FACTORS**	E	F.2
SECTION 4	**INFORMATION ABOUT THE ISSUER**		
Point 4.1	Legal and commercial name of the issuer	C.6	G.1.2
Point 4.2	Place and number of registration	C.6	G.1.2
Point 4.3	Date of incorporation and length of life of the issuer	-	G.1.2
Point 4.4	Domicile and legal form of the issuer, legislation under which the issuer operates, its country of incorporation and address and telephone number of its registered office	C.6	G.1.2; H.4.1
SECTION 5	**BUSINESS OVERVIEW**		
Point 5.1	Main activities		A.1
Point 5.1.1	Nature of the issuer operations and main activities	C.6	A.1; A.2; B; C
Point 5.1.2	New products or services developed	C.6	A.4; C
Point 5.2	Principal market	C.6	B; C
Point 5.3	Important business events	A.1; C.6 Note 2	A.4 ; A.5; E.5.7.3 (Notes 1 and 2)
Point 5.4	Strategy and objectives	A.3; A.4	C.5; E.2; E.3
Point 5.5	Dependence on patents or licenses, industrial, commercial or financial contracts or new manufacturing processes	B.1.3; C.6 Note 6	C.11
Point 5.6	Basis for statements made by the issuer regarding its competitive position	-	B; C.2
Point 5.7	**INVESTMENTS**		
Point 5.7.1	Main investments	C.6 Note 2	A.5.3.2; C.9; E.5.7.3 Note 1
Point 5.7.2	Material investments of the issuer that are in progress or for which firm commitments have already been made, including the geographic distribution of these investments and the method of financing	-	A.5.3.2; C.9
Point 5.7.3	Main joint ventures and undertakings in which the issuer holds a proportion of the capital	-	A.5.3.3; E.5.7.3 Note 6.3; E.6.4.4 Note 3
Point 5.7.4	Environmental issues	-	D.5
SECTION 6	**ORGANIZATIONAL STRUCTURE**		
Point 6.1	Brief description of the Group	-	A
Point 6.2	List of significant subsidiaries	-	A.5.2; A.5.3; E.5.7.3 Note 16
SECTION 7	**OPERATING AND FINANCIAL REVIEW**		
Point 7.1	**FINANCIAL CONDITION**		

N°	Appendices 1 and 2 of the delegated regulation EU) 019/980 of March 14, 2019	Amendment to the 2021 Universal Registration Document	2021 Universal Registration Document
Point 7.1.1	Analysis of development and performance or position including both financial and, where appropriate, non-financial Key Performance Indicators	A.2 ; B	A.1; A.2; A.4; D.1.4; D.2.6; D.3.5; D.4.8; D.5.4; D.6.4; E.1; E.4; E.5; E.6; E.7
Point 7.1.2	Likely future development in the field of research and development	N/A	C.11
Point 7.2	**OPERATING RESULTS**		
Point 7.2.1	Unusual or infrequent events or new developments materially affecting the issuer's income	A.2 ; B. ; B.1.7 ; C.6 Note 7	E.1; E.4; E.5.7.3 Note 6; E.6.4.2
Point 7.2.2	Discussion about material changes in net sales or revenues	A.2 ; B ; C	A.1; A.2; A.4; F.1; F.4; F.5; F6
SECTION 8	**CAPITAL RESOURCES**		
Point 8.1	Issuer's capital resources	C.6 Note 19	E.4.3; E.5.7.3 Note 13; G.5
Point 8.2	Sources and amounts of the issuer's cash flows	B.2 ; C.4	E.4.2
Point 8.3	Information on the borrowing requirements and funding structure	B.3	E.4.3
Point 8.4	Restrictions on the use of capital resources	-	F.2.4
Point 8.5	Anticipated sources of funds to fulfill commitments	B.3	E.4.3; E.5.7.3 Note 7
SECTION 9	**REGULATORY ENVIRONMENT**		
Point 9.1	Information regarding any governmental, economic, fiscal, monetary or political policies or factors that have materially affected, or could materially affect, directly or indirectly, the issuer's operations	N/A	B.4.3; C.4; F.2.2
SECTION 10	**TREND INFORMATION**		
Point 10.1	Most significant recent trends in production, sales and inventory, and costs and selling prices since the end of the last financial year	A.2	E.2; E.3 ; E.5.7.3 Note 18
Point 10.2	Known trends, uncertainties, demands, commitments or events that are reasonably likely to have a material effect on the issuer's prospects	E	B; C; E.2; E.3; F.2
SECTION 11	**PROFIT FORECASTS OR ESTIMATES**		
Point 11.1	Profit forecasts or estimates publications	A.3	E.2; E.3
Point 11.2	Statement setting out the principal assumptions upon which the issuer has based his forecast or estimate	N/A	E.2; E.3
Point 11.3	Statement pointing out the comparison with historical financial information consistent with the issuer's accounting policies	N/A	E.1.1; E.4.4; E.4.5
SECTION 12	**ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODY AND SENIOR MANAGEMENT**		
Point 12.1	Information regarding the members - Name, business addresses and functions - Detail of the nature of any family relationship - Relevant management expertise and management experience - Detail of any convictions	F.1	G.2.3
Point 12.2	Conflict of interest	-	G.2.3.10; G.3.1.1 .3
SECTION 13	**REMUNERATION AND BENEFITS**		
Point 13.1	Remuneration and benefits in kind	F.2	D.3.3.3; G.3.2
Point 13.2	Pension, retirement or similar benefits	C.6 Note 20	E.5.7.3 Note 11; G.3
SECTION 14	**BOARD PRACTICES**		
Point 14.1	Current term office	F.1	G.2.2; G.2.3
Point 14.2	Contracts providing benefits upon termination of employment	-	G.2.3.10
Point 14.3	Information about Audit Committee and Remuneration Committee	F.1	G.2.5.1; G.2.5.3
Point 14.4	Statement related to corporate governance	-	G.2.1

N°	Appendices 1 and 2 of the delegated regulation EU) 019/980 of March 14, 2019	Amendment to the 2021 Universal Registration Document	2021 Universal Registration Document
Point 14.5	Potential material impacts on the corporate governance	-	G.2
SECTION 15	**EMPLOYEES**		
Point 15.1	Number of employees	A.1; A.2.3; C.6	E.1.3
Point 15.2	Shareholdings and stock-options	F.2	D.3.3.3; E.5.7.3 Note 6; E.6.4.4 Note 8; G.3.3; G.5.1.2; G.5.4
Point 15.3	Arrangements involving the employees in the capital of the issuer	-	D.3.3.3; G.3.3
SECTION 16	**MAJOR SHAREHOLDERS**		
Point 16.1	Identification of the main shareholders holding more than 5%	F.6	G.5.1.2; G.5.4.5
Point 16.2	Types of voting rights	F.4	G.5.4.8
Point 16.3	Ownership and control	-	G.5.4.9
Point 16.4	Arrangements which may result in a change in control of the issuer	F.4	N/A
SECTION 17	**RELATED PARTY TRANSACTIONS**	F.3; C.6 Note 24	E.5.7.3 Note 15; E.6.4.4 Note 18; E.8
SECTION 18	**FINANCIAL INFORMATION CONCERNING THE ISSUER’S ASSETS AND LIABILITIES, FINANCIAL POSITION AND PROFITS AND LOSSES**		
Point 18.1	HISTORICAL FINANCIAL INFORMATION		
Point 18.1.1	Audited historical financial information covering the latest three years	-	Preliminary notes; E.7.1
Point 18.1.2	Change of accounting reference date	-	N/A
Point 18.1.3	Accounting standards	C.6 Note 1	E.5.7.2; E.6.4.3
Point 18.1.4	Change of accounting framework	C.6 Note 1	E.5.7.2
Point 18.1.5	Financial information according to French accounting standards	C.6 Note 1	E.6; E.7
Point 18.1.6	Consolidated financial statements	C	E.5
Point 18.1.7	Age of latest financial information	June 30, 2022	December 31, 2021
Point 18.2	Interim and other financial information	C	-
Point 18.2.1	Quarterly or half-yearly financial information	C	-
Point 18.3	Auditing of historical annual financial information	-	-
Point 18.3.1	Independent audit of historical annual financial information	-	E.5.1; E.6.1
Point 18.3.2	Other information in the registration document audited by auditors	B.5	D.7.4
Point 18.3.3	Source of information and reason for information not to be audited	-	N/A
Point 18.4	Pro forma financial information	B.4	E.4.5
Point 18.5	Dividend policy		G.5.2
Point 18.5.1	Description of the issuer’s policy on dividends	-	G.5.2
Point 18.5.2	Amount of dividend per share	-	G.5.2
Point 18.6	Legal and arbitration proceedings	-	F.4
Point 18.7	Significant changes in the issuer’s financial position	B ; C.3	E.4; E.5.4
SECTION 19	**ADDITIONAL INFORMATION**		
Point 19.1	Share Capital	F.6; C.6 Note 18	G.5.4
Point 19.1.1	Amount of issued capital	F.6; C.6 Note 18	G.5.4
Point 19.1.2	Shares not representing capital	N/A	N/A
Point 19.1.3	Shares held by or on behalf of the issuer itself	F.6	G.5.4
Point 19.1.4	Convertible securities, exchangeable securities or securities with warrants	B.3	G.5.4.3
Point 19.1.5	Information about and terms of any acquisition rights and or obligations over authorized but unissued capital or an undertaking to increase the capital	B.3	G.5.4.3
Point 19.1.6	Information about any capital of any member of the Group which is under option or agreed conditionally or unconditionally to be put under	-	G.5.4.3

N°	Appendices 1 and 2 of the delegated regulation EU) 019/980 of March 14, 2019	Amendment to the 2021 Universal Registration Document	2021 Universal Registration Document
	option and details of such options including those persons to whom such options relate		
Point 19.1.7	History of share capital	-	G.5.4.2
Point 19.2	Memorandum and Articles of Association	-	G.1
Point 19.2.1	Register and entry number of the issuer and brief description of the issuer's object and purposes	C.6	G.1
Point 19.2.2	Rights, preferences and restrictions attached to each share category	-	G.5.4.8
Point 19.2.3	Article of association, statutes, charter or bylaws delaying, deferring or preventing a change of control of the issuer	-	G.5.4.8
SECTION 20	**MATERIAL CONTRACTS**	-	E.1; E.4; E.8; F.2; F.3
SECTION 21	**DOCUMENTS ON DISPLAY**	More information concerning the Company, i.e. financial information, AMF regulated information, corporate governance or corporate responsibility & sustainability, is available on the website of Worldline worldline.com	G.5.3

H. FULL INDEX

About Worldline

Worldline [Euronext: WLN] is a global leader in the payments industry and the technology partner of choice for merchants, banks and acquirers. Powered by 20,000 employees in more than 50 countries, Worldline provides its clients with sustainable, trusted and innovative solutions fostering their growth. Services offered by Worldline include instore and online commercial acquiring, highly secure payment transaction processing and numerous digital services. In 2021 Worldline generated a proforma revenue close to 4 billion euros.
worldline.com

Worldline's corporate purpose ("raison d'être") is to design and operate leading digital payment and transactional solutions that enable sustainable economic growth and reinforce trust and security in our societies. Worldline makes them environmentally friendly, widely accessible, and supports social transformation.

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